

**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 June 17, 2026 at 1:30PM.

Present:
RAMON A. ROCO
MARIE DENISE ROCO – DE LEON
RAMON M. HIDALGO
LORENZO ANGELO H. ROCO
ERNA ROVERA - SANTIAGO
REGINA ROSARIO P. GARRUCHO
KATRINA BIANCA T. TAMAYAO
MIKAELA ANDREA H. SISON
JAIME MIGUEL S. SANTOS III

Absent:
ANGELINA H. ROCO

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. MINUTES OF SPECIAL BOARD MEETING

The Board of Directors at its meeting held today, June 17, 2026 discussed the following:

1. The meeting was called in connection to ACRG compliance
2. Introduction of New Independent Director Atty. Jaime Miguel S. Santos III
 - Corporate Secretary of a Cosmetics company
 - Risk management, governance framework, labor relations, corporate governance
 - Schedule corporate governance training on August 2026 – Strategic Thinking of Board Directors & Leaders. Detail of the training will be sent by the Corporate Secretary
 - Orientation of the company profile, company website, will be care of the President for schedule to be aligned with Atty. Jaime Miguel Santos
 - Atty. Jaime Miguel Santos should email to the Corporate Secretary his CV and his short write up for uploading to company website
3. Committee new structure
 - a. Audit Committee – required to be with finance background and composed of three members
 - Currently we have external auditor (Perez, Sese, Villa and Co)
 - Currently we have internal auditor (Baduria and Company, CPA's)
 - There will be two sub committees under Audit Committee which is Board Risk Oversight Committee (BROC) and Related Party Transaction (RPT) Committee
 - b. Corporate Governance Committee – composed of three members and should be Independent Director especially the Chairman
4. Manual of Corporate Governance
 - Responsibilities and Duties of Committees and Committee Board has been discussed
5. Restructure of Committee

Corporate Governance Committee

Chairman: Atty. Katrina Bianca T. Tamayo
Members: Atty. Jaime Miguel S. Santos III

Regina Rosario P. Garrucho

Audit Committee

Chairman: Atty. Jaime Miguel S. Santos III

Atty. Katrina Bianca T. Tamayo

Regina Rosario P. Garrucho

Erna R. Santiago

Erna R. Santiago

Sub Committee

-Board Risk Oversight Committee

Chairman: Regina Rosario P. Garrucho

Members: Atty. Jaime Miguel S. Santos III

Atty. Katrina Bianca T. Tamayo

Erna R. Santiago

-Related Party Transaction (RPT) Committee

Chairman: Atty. Katrina Bianca T. Tamayo

Members: Atty. Jaime Miguel S. Santos III

Regina Rosario P. Garrucho

Erna R. Santiago

6. Ordering Chairman of each committee to conduct re-alignment meetings
 - Meeting would be quarterly first and then will decide if it can be every 2 months
 - Meeting can be through online "zoom"

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IV. ADJOURNMENT

There being no other matter to be discussed, the meeting was adjourned at 3:00 in the afternoon.

IN WITNESS of the foregoing proceedings, the participating members have hereunto affixed their signatures
this 17th day of June 2026.

CERTIFIED CORRECT:


ERNA ROVERTA - 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


KATRINA BIANCA T. TAMAYAO
Independent Director


JAIME MIGUEL S. SANTOS III
Independent Director

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:

At the special meeting of the Board of Directors/Stockholders on June 17, 2026, the following resolution were passed and unanimously approved and adopted, to wit:

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Atty. Katrina Bianca T. Tamayo
Regina Rosario P. Garrucho
Erna R. Santiago
Erna R. Santiago

Sub Committee

- Board Risk Oversight Committee

Chairman: Regina Rosario P. Garrucho
Members: Atty. Jaime Miguel S. Santos III
Atty. Katrina Bianca T. Tamayo
Erna R. Santiago

-Related Party Transaction (RPT) Committee

Chairman: Atty. Katrina Bianca T. Tamayo
Members: Atty. Jaime Miguel S. Santos III
Regina Rosario P. Garrucho
Erna R. Santiago

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BOARD RESOLUTION NO. 26-11

"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 JUN 24 2026 day of _____ at MAKATI CITY

JM Santiago
CORPORATE SECRETARY
JUN 24 2026

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

Doc. No. 18776
Page No. 12776
Book No. 12776
Series of _____

NOTARY PUBLIC

[Signature]

ATTY. RYAN ANTHONY G. PEREÑA
Notary Public for Makati City
Commission No. M-012 until Dec. 31, 2027
RGI of Attorneys 77327
PTR No. 10764513; 01/02/2026; Makati City
ISP-OR No. 566188; 12/16/2025; Pasig City
RACLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City