

MINUTES OF ANNUAL STOCKHOLDERS MEETING OF
GUEVENT INSURANCE BROKER CORPORATION

Minutes of the meeting of the Stockholders of Guevent Insurance Broker Corporation duly called and held on July 25, 2024, Friday, 10:00 A.M. via Zoom Videoconference.

Present were:

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| 1. Carmen T.G. Monfort | Chairperson |
| 2. Gianina Marielle So-Limjoco | CEO/President |
| 3. Ricardo S. Guevara | Director |
| 4. Christine Natalie Joyce D. Guevara | Director |
| 5. Richard Edward G. Lazaro | Director |
| 6. Anna Georgina G. Carlos | Director |
| 7. Monica Pauline G. Dela Cruz | Director |
| 8. Ivana Natasha P. Guevara | Director |
| 9. Pia Veronica Denise H. Guevara | Director |
| 10. Felix Eraño P. Uy | Independent Director |
| 11. Celia G. Lazaro | Stockholder |
| 12. Benjamin S. Guevara | Stockholder |
| 13. Tatyana Beatriz Guevara | Stockholder |
| 14. Olanap Inc.
(represented by Ricardo S. Guevara) | Stockholder |
| 15. All GIDC managed Trust Funds
(represented by GIDC representative RiSG) | Stockholder |

Also present were:

- | | |
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| 1. Atty. Melchor Jaemond Aranas | Corporate Secretary |
| 2. Atty. Precius Aiah L. Anies | Legal Staff |
| 3. Ms. Alnea Nikki M. Enriquez | Executive Assistant to the CEO/President |
| 4. Ms. Fatima Nimfa E. Maligalig | Senior Accounting Manager |

1. Opening Prayer – Pres. Gianina Marielle So-Limjoco (President GSL)

“Loving God, thank you for your unconditional love and guidance in all matters of business and life. We ask for your continued blessing on our work together and we ask for your intervention in all our deliberations. God of wisdom and understanding, guide us in our work this year and may we be inspired and moved by your spirit in all our decisions and discussions together. Open our minds and hearts to receive your wisdom and energy we need to follow your signs and instructions. Help us to be gracious in how we see others, courageous in face difficult decisions, and wise in how we respond. May we not forget the infinite possibilities that our borne of our faith in you. We pray that you continue to bless GIBCO, Lord, help us grow, flourish and create great opportunities and means for our people and those we serve. We also lift to you Lord our people and those who have been heavily affected by the typhoon. May you keep them safe and continue to uplift them. We pray for your forgiveness, mercy, and compassion for us all as we pray for better days ahead. We entrust ourselves to your loving care and guidance. In Jesus’ Name we pray, Amen.”

2. Call to Order

After the opening prayer, the Chairperson called the annual meeting of the stockholders of Guevent Insurance Broker Corporation (“GIBCO”) to order at 10:00 A.M.

53 **3. Proof of Service of Notice of Meeting**

54 The Chairperson inquired from the Corporate Secretary if the notices to the stockholders
55 were duly served, and the Corporate Secretary answered in the affirmative.

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57 **4. Roll Call and Determination of Quorum**

58 To determine the existence of a quorum for the meeting, the Chairperson asked the Corporate
59 Secretary if there was a quorum, and the Corporate Secretary also answered in the affirmative.

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61 **5. Reading and Approval of the Minutes of the July 21, 2023 Annual Stockholders Meeting**

62 The Chairperson asked for the reading of the Minutes of the July 21, 2023 Annual
63 Stockholders Meeting and asked for comments/corrections, if any.

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65 The Chairperson, after hearing that there are no corrections and comments from the Board,
66 and upon motion duly made, seconded and unanimously carried, the Minutes of the July 21,
67 2023 Annual Stockholders Meeting was approved.

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69 **6. President’s Report for Y2023 and Outlook for Y2024**

70 President GSL shared the history of GIBCO dating back in the 1990s. As of December 2023,
71 with over 3 decades of history and experience under its belt, GIBCO has its insurance
72 management and accounting systems, websites, and has grown with authorized capital of
73 PHP 100 Million and Paid-up Capital of PHP 50 Million. In 2023, through collaborative efforts
74 amid business challenges, GIBCO was able to surpass its Net Income After Tax (NIAT) target
75 which resulted to 110% Attainment (P22.14M Actual vs. P20.12M Budget).

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77 President GSL also reported five key achievements and milestones of GIBCO (Systems,
78 Ranking, Recognition, Compliances and Performance). Under **Systems**, GIBCO has expanded
79 its insurance management system by automating manual processes in claims and RFC
80 accounts operations. In terms of **Ranking** in the Insurance Commission, GIBCO ranked 14th
81 under the category of brokers without bank affiliates based on earnings (*this is four spots*
82 *away from the BHAG Target of joining the Top 10 insurance brokers*). In terms of **Recognition**,
83 GIBCO was recognized as COCOGEN’s Partner Broker of the Year (for year 2023). For
84 **Compliance**, GIBCO is now registered under the National Privacy Commission (NPC) giving
85 peace of mind to our stakeholders, clients, and partners that their data is protected and that
86 GIBCO is compliant as far as data privacy is concerned. Under **Performance**, GIBCO did well
87 in renewing accounts of external clients, life accounts, as well as affiliates. Moreover, GIBCO
88 received a Contingent Profit Commission (CPC) that is 15% better than the budget due to well
89 managed claims than expected (P24.8M Actual vs. P21.6M Budget). This significantly affected
90 the Net Income Before Tax (NIBT) for the year 2023 which enabled GIBCO to get 110%
91 attainment.

92 President GSL continued and reported GIBCO’s financial highlights. GIBCO’s NIBT for 2023 is
93 at P28M vs. P19M NIBT in 2022. The Stockholders’ Equity is at P137M vs. P138M in 2022. As
94 for the Total Retained Earnings, GIBCO has P87M vs. P83M in 2022. This was due to the 28%
95 decrease in liabilities due to good collection and subsequent good remittances of Premiums
96 to our Partners. In terms of Cash, Savings, and Placements, GIBCO’s OPEX savings is at P4.4M
97 in 2023 (P32.2M Actual vs. 36,8M Budget). GIBCO ended the year 2023 with P26.9M cash in
98 bank. As of 30 June 2024, cash in bank is at P9M. As for 30 June 2024, GIBCO Placements are
99 as follows: RFC (P20.8M) and Sterling Bank (P12.7M). As for Stock Investments (with

investments Market Value as of 31 December 2023): San Miguel Corp: P2.87M; Ayala Corp: P2.37M; and Top Frontier: P286K. As for Dividends and Profit Sharing, GIBCO have released a total of 206M (166M in Cash and 40M in stocks).

As for Operations Highlights, President GSL reported that GIBCO have assisted and settled claims of 975 Accounts worth P72.4M for 2023 which generated P359K Premiums by upselling to satisfied clients. For the Operations and SMD Teams, GIBCO continues to do GIBCO Caravan in partnership with the insurance partners to speed up concerns and resolutions during the discussions since the partners are already there to give immediate feedback to the branches. In 2023, GIBCO managed to visit 37 RFC Branches across Luzon and Visayas where they reiterated the Group Credit Life Insurance (GCLI) program for RFC Borrowers, increasing declarations by more than 500% in 2023 vs. 2022. Likewise, the team cascaded the Microinsurance program that could be offered not only to the borrowers but to the agents and open market.

As for technology and innovation, GIBCO continues to develop and improve its systems and web platforms. Manual processes were automated, such as cancellations of quotation and accounts and migration of "2ND" System Database. RFC e-shop is continuously being improved which now includes an agent dashboard. GIBCO also teamed up with GCash to provide clients with a more convenient alternative payment gateway through GCash QR Code.

President GSL reported that GIBCO performed well and is on target on its Objective Key Results (OKR) in terms of revenue, income, process excellence and people excellence. GIBCO team continues to monitor these to make sure that the Company is on track in achieving GIBCO's goals as far as these four cornerstones are concerned.

President GSL shared GIBCO's Future Outlook and Objectives. Through **Digital Transformation**, GIBCO adopted innovative strategies to leverage technology in its advantage and seize new opportunities. GIBCO Team is studying the integration of data analytics as they develop GIBCO's systems and platforms as well as in marketing and boosting of GIBCO's social media presence. GIBCO will integrate technology in all business areas including but not limited to strategy, operations, and business development. Through digital transformation, GIBCO will remain relevant and thriving in the future as it will optimize internal processes, increase efficiency and productivity, enhance customer experience, and create better strategies for growth. As for **Relationship Management**, GIBCO is looking forward to boosting its relationship with clients, partners, and stakeholders with the aim to be the go-to broker when it comes to risk assessments and advise. In line with this, the team already started face-to-face insurance reviews with clients. In **Business Optimization**, GIBCO continues to strive to optimize business process and costs while increasing revenue through various strategies. In **Business Development**, the team aims to develop business in all aspects in terms of partnership with client and principal, product development to ensure relevant and value adding risk solutions, and placements to higher yielding account to make sure that resources are utilized in its full potential and build passive income streams for GIBCO. For **People Development**, GIBCO will ensure that its stakeholders, GIBCO's people are well taken care of. As GIBCO grows its business to its full potential, so is with its team. This will take place through trainings, opportunities for growth, and make sure succession is in place to ensure sustainability for the future.

President GSL reported the updates on GIBCO's Bold, Hairy, Audacious Goal (BHAG) which was approved in 2022: (1) Top 10 Intermediary Without Bank Affiliates by 2028 – GIBCO is already at No. 14 as of 2022 IC statistics; (2) Business Ratio of 50:50 internal & External by 2028 – Business ratio is 90:10 (Internal:External) as of 2023; and (3) Manpower headcount of Eighty (80) by 2028 – Manpower headcount is at forty (40) as of 2023.

As a conclusion, President GSL encouraged everyone to strengthen the teamwork in resilience that GIBCO had in the past years which became the very factor in reaching its goals in spite of the challenges and the unexpected turn of events in GIBCO. Coupled with integrity, commitment, service, excellence, reliability and innovation, GIBCO's teamwork and resilience are its driving force to achieve its shared goals, mission, and vision. With the unwavering support and guidance of GIBCO's stakeholders, benefactors, board of directors, and industry partners, it is certain that GIBCO is posed to succeed.

Shareholder CGL congratulated the whole GIBCO Team led by President GSL and Chairperson CTGM for a great growth year for GIBCO. CGL further commented that GIBCO growth direction is empowered by its professionalism and relevance in the industry. Chairperson CTGM added that the current GIBCO team led by President GSL, together with a very young team, a very active and creative board of directors and all G2s, with the guidance of the Lord, GIBCO was able to sustain and achieve its goals, one step at a time. This is also possible with GIBCO's partners, associates within and outside Guevent.

7. Report on the Audited Financial Statements as of December 31, 2023 (As reported by Fatima Nimfa E. Maligalig [FNEM])

Senior Accounting Manager, Ms. Fatima Maligalig, reported the Audited Financial Statements as of 31 December 2023. GIBCO's **total assets** is P257M vs. P305M in 2022, negative variance of -P47M (-28%). This is due to the negative variance of -P63M (-28%) in trade and receivables. This is a combined effect of better collection effort and less production in 2023. The **total liabilities** of P120M vs. P167M in 2022 (variance of -P47M) or -28%. This is related to trade payables wherein GIBCO had better remittances during the year but less production in the same year. GIBCO's **total stockholder's equity** is P137M vs. P137.9M (variance of -P418K).

As for GIBCO's audited statements of comprehensive income, the total comprehensive income is P18.12M vs. P17.79M in 2022 (positive variance of P324K or 2%). For total audited cash and investments, the total cash on hand and in bank is P39.64M. This includes the balance in sterling bank of P12M. As for investments: San Miguel Corp (28,099 shares @ P102.10/share): P2.87M; Ayala Corp (3,481 shares @ P681/share: P2.37M; and Top Frontier (2,809 shares @ P101.90/share): P286K, total investment in stock is P5.52M. For investment in RFC: P20.81M. Total Cash and Investment is P65.98M. For GIBCO's audited retained earnings as of December 31, 2023, the total unappropriated retained earnings is at P52.16M while total appropriated retained earnings is at P35.12M (Contingency Fund: P18M; Profit Sharing: P12.12M; and Upgrade of Hardware: P5M). The total Retained Earnings is P87.29M. As to ratios, GIBCO has an ROE of 14% vs. 15% in 2022, asset to equity of 1.88:1 (vs. 2.22:1 in 2022), debt to equity of 0.88:1 (vs. 1.22:1 in 2022) and current ratio of 2.00:1 (vs. 1.67:1 in 2022). As for the Summary of Contingent Profit Commission (CPC): total CPC of P24.83M vs.

P22.22M in 2022. Cocogen is still the principal we get the largest CPC from at P20.17M, followed by Standard at P1.73M, Pioneer at P1.41M, and Malayan at P1.52M.

8. Ratification / Approval of the Acts of the Board of Directors and Management for the Calendar Year Ended December 31, 2023

The stockholders, after a motion duly seconded, approved and ratified the acts of the board of directors and management for calendar year ended December 31, 2023.

9. Nomination and Election of Directors and Officers

Atty. Aranas mentioned the nominees for board of directors: Carmen T.G. Monfort, Gianina Marielle So-Limjoco, Anna Georgina G. Carlos, Ricardo S. Guevara, Richard Edward G. Lazaro, Christine Natalie Joyce D. Guevara, Monica Pauline G. Dela Cruz, Ivana Natasha P. Guevara, Pia Veronica Denise H. Guevara, Eric Darryl Lim (Independent Director), and Felix Eraño P. Uy (Independent Director).

Upon roll call of the stockholders present for their votes and tally of the votes, all the eleven (11) nominees are elected as new members of the board of directors. Atty. Aranas declared that the above-mentioned individuals are the new members of the board of directors.

The Corporate Secretary is reminded of his duty to reflect the new directors before the records before the appropriate regulatory agencies, such as the Securities and Exchange Commission.

10. Closing Prayer – Fatima Nimfa E. Maligalig (FNEM)

“Dear heavenly Lord, thank you for another day that you have given us to be with our loved ones. Thank you for being with us today to bestow your wisdom and grace during this meeting. We ask that you bless each person in attendance with your love and grace. Help us to be live with a new sense of purpose and direction. We ask that you help us be open, honest, and sincere about the things we discussed today as well as those topics for which we plan in finding solutions. May our time together show your love and divine guidance through Christ. And may we always remember that all things we do are for your greater glory. In Jesus’ Name, Amen.”

11. Adjournment

There being no other business to be taken up the meeting of the stockholders was adjourned today, July 25, 2024 at 11:00 A.M.

Certified True and Correct:

ATTY. MELCHOR JAEMOND ARANAS
Corporate Secretary

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Approved and Attested:

CARMEN T.G. MONFORT
Chairperson

GIANINA MARIELLE SO-LIMJOCO
President / Director

RICARDO S. GUEVARA
Director

CHRISTINE NATALIE JOYCE D. GUEVARA
Director

PIA VERONICA DENISE H. GUEVARA
Director

MONICA PAULINE G. DELA CRUZ
Director

RICHARD EDWARD G. LAZARO
Director

IVANA NATASHA P. GUEVARA
Director

ANNA GEORGINA G. CARLOS
Director

FELIX ERAÑO UY
Independent Director

ERIC DARRYL LIM
Independent Director

241