

**MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS OF**

PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION

11 March 2022

Conducted via Remote Communication due to COVID-19 Pandemic

DIRECTORS PRESENT:

MONICO V. JACOB
JOSEPH AUGUSTIN L. TANCO
EUSEBIO H. TANCO
MARTIN K. TANCO
PAOLO MARTIN O. BAUTISTA
JESLI A. LAPUS
JOSE ALFONSO A. POBLETE
ARMANDO L. SURATOS

ALSO PRESENT:

MICHELLE L. AMBAGAN
ARSENIO C. CABRERA, JR.

I. CALL TO ORDER

The Chairman, Mr. Monico V. Jacob, called the meeting to order and presided over the same. The Assistant Corporate Secretary, Atty. Anna Carmina S. Herrera, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Assistant Corporate Secretary certified that the notices of the meeting were sent to all directors. Thereafter, the Corporate Secretary conducted a roll call of the directors present.

The meeting was conducted through remote communication pursuant to Section 52 of the Revised Corporation Code of the Philippines which authorizes directors who cannot physically attend or vote at board meetings to participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.

All directors attended the meeting through remote communication via Zoom. The directors confirmed that they could completely and clearly hear each other. They likewise confirmed receipt of the agenda and all of the materials for the meeting.

After the roll call and foregoing confirmations, the Assistant Corporate Secretary, thereafter, certified as to the existence of quorum for the valid transaction of business.

III. CAPITAL BUILD-UP PLAN

Ms. Ambagan informed the Board that the Insurance Commission has required insurance companies to comply with a minimum net worth requirement amounting to Php1.3 Billion by 31 December 2022 (the "2022 Net Worth Requirement"). She stated that the Corporation had received a letter from the Insurance Commission dated 22 February 2022 directing the Corporation to submit its capital build-up plan to comply with the 2022 Net Worth Requirement as duly approved by the Board of Directors by 15 March 2022.

Ms. Ambagan explained that, in order to comply with the 2022 Net Worth Requirement, the Corporation plans to: (a) meet its net income target for the year 2022; (b) convert several non-admitted assets into admitted assets; and (c) infuse additional capital in the form of real property (the "Capital Build-Up Plan").

Upon motion made and duly seconded, the Board approved the following resolutions in connection with the approval of the Capital Build-Up Plan.

RESOLUTION NO. 2022-BD-01

"WHEREAS, pursuant to Circular Letter No. 2015-02A, the Insurance Commission has required insurance companies to comply with a minimum net worth requirement amounting to Php1.3 Billion by 31 December 2022 (the "2022 Net Worth Requirement");

"WHEREAS, in a letter dated 22 February 2022, the Insurance Commission directed the Corporation to submit its capital build-up plan to comply with the 2022 Net Worth Requirement as duly approved by the Board of Directors by 15 March 2022;

"WHEREAS, in order to comply with the 2022 Net Worth Requirement, the Corporation plans to: (a) meet its net income target for the year 2022; (b) convert several non-admitted assets into admitted assets; and (c) infuse additional capital in the form of real property (the "Capital Build-Up Plan");

"NOW THEREFORE BE IT HEREBY RESOLVED, that the Board of Directors hereby approves the Corporation's Capital Build-Up Plan;

"RESOLVED FINALLY, That the officers of the Corporation are hereby authorized to perform all acts as may be necessary to implement the foregoing resolution."

V. ADJOURNMENT

There being no further business to transact, upon motion duly made and seconded, the meeting was adjourned.

ARSENIO C. CABRERA, JR.
Corporate Secretary

ATTEST:

MONICO V. JACOB
Chairman

EUSEBIO N. TANCO
Director

JOSEPH AUGUSTIN L. TANCO
Director

MARTIN K. TANCO
Director

PAOLO MARTIN O. BAUTISTA
Director

JESLI A. LAPUS
Independent Director

JOSE ALFONSO A. POBLETE
Independent Director

ARMANDO L. SURATOS
Independent Director