

**MINUTES OF THE
ANNUAL STOCKHOLDERS' MEETING OF
EAST WEST INSURANCE BROKERAGE, INC.
19 April 2024
Through MS Teams**

The Annual Stockholders Meeting of EAST WEST INSURANCE BROKERAGE, INC. was held on 19 April 2024 through remote communications (MS Teams), at 10:30 o'clock in the morning.

Stockholders Present:	No. of Shares
EAST WEST BANKING CORPORATION (represented by its proxy, JERRY G. NGO)	2,999,995
JERRY G. NGO	1
PETER ROY R. LOCSIN	1
DANIEL L. ANG TAN CHAI	1
RAUL I. RAFAEL	1
EMMANUEL L. PEÑA, JR.	1
	<u>3,000,000</u>

Also present: Clarissa S. Ramos

I. CALL OF THE MEETING TO ORDER

Mr. Jerry G. Ngo, Chairman, called the meeting to order and presided. Atty. Clarissa S. Ramos, Secretary of the meeting, recorded the minutes of the meeting.

II. PROOF OF SERVICE OF NOTICE OF THE MEETING AND CERTIFICATION OF QUORUM BY THE CORPORATE SECRETARY

The Chairman inquired from the Corporate Secretary about the sending of the required notice of meeting to the stockholders. The Corporate Secretary certified that the notice of meeting was sent to the stockholders through electronic transmission.

The Chairman then asked the Corporate Secretary about the presence of a quorum. The Corporate Secretary certified to the Chairman that a quorum exists for the business at hand after determining that stockholders owning 3,000,000 shares representing 100% of the outstanding 3,000,000 common shares of stock outstanding are present in the meeting.

The Chairman directed the Corporate Secretary to attach to the Minutes of the Meeting the report showing the number of shares represented in the meeting.

III. APPROVAL OF MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 03 MAY 2023

The Chairman informed the Body that the next item in the agenda was the reading and approval of the Minutes of the Annual Stockholders Meeting held on 03 May 2023. Copies of the said Minutes had been previously distributed to each Stockholder. Upon motion duly made, seconded, and unanimously carried, the stockholders approved the minutes as circulated, as shown in the following resolution:

RESOLUTION NO. 001-ASM-EWIB-2024

"RESOLVED, for the record, that the Stockholders of the Corporation approved the Minutes of the Annual Stockholders' Meeting held on May 03, 2023."

IV. PRESENTATION OF THE 2023 FINANCIAL HIGHLIGHTS

The Chairman then turned over the floor to the President, Mr. Peter Roy R. Locsin, for the presentation of his report.

- **2022 vs. 2023 Financial Performance**
 - For 2022 commission income was PhP105.4 Million, while in 2023, it went down to PhP105.2 Million. Total operating income in 2022 was PhP108 Million but went up to PhP113 Million in 2023.
 - Total operating expense in 2022 was PhP54.2 Million and PhP58.2 Million in 2023.
 - Income before income tax was PhP53.8 Million in 2022 and PhP55.2 Million in 2023. Net income after tax went up from PhP39.8 Million in 2022 to PhP40.7 Million in 2023.
- **2022 Financial Report vs. 2023 Financial Report**
 - For 2022 commission income was PhP105.4 Million, while in 2023, it went down to PhP105.2 Million.
 - The three major business sources contributors of the Corporation were the Retail and Commercial Sales, Corporate Sales and FDC/FLI. Under Retail and Commercial Sales were auto loans, home loans, and retail banking. In 2022, the Corporation was able to generate PhP52.1 Million of commission from these business sources. It went up to PhP54.7 Million in 2023.
 - Bank assets, corporate banking, and employees decreased from PhP22.3 Million in 2022 to PhP20.2 Million in 2023.
 - For the FDC/FLI market, it went down from PhP31 Million in 2022 to PhP29 Million in 2023.
 - For the FDC tenants, it went up from PhP694,927.98 in 2022 to PhP773,371.77 in 2023.
 - For the FDC suppliers and contractors, the Corporation increased from PhP10.3 Million in 2022 to PhP13.5 Million in 2023.
 - For the FDC/FLI properties and development, the commission income went down from PhP16 Million in 2022 to PhP10 Million in 2023.
 - For the FDC medium-rise buildings (MBRs) and the condominiums, the commission income increased from PhP2.5 Million to PhP2.9 Million.
 - The Open Market went up from PhP1.4 Million in 2022 to PhP1.9 Million in 2023.

V. RATIFICATION OF BOARD APPROVAL OF THE AUDITED FINANCIAL STATEMENTS

The Chairman then presented to the stockholders for approval the Audited Financial Statement of the Corporation the year ended 31 December 2023, together with the Auditor's Report of Sycip Gorres and Velayo Company, and the accompanying notes to the financial statements, as reviewed by the Board. Upon motion duly made, seconded and unanimously carried, the following resolution was approved and adopted:

RESOLUTION NO. 002-ASM-EWIB-2024

"RESOLVED, to approve, confirm, and ratify the resolution of the Board of Directors approving the financial statements of the Corporation as of and for the year

ended 31 December 2023, together with the Auditor's Report thereon and the accompanying notes thereto, to wit:

'RESOLUTION NO. 004-BOD-01-EWIB-2024

RESOLVED, that the Financial Statements of East West Insurance Brokerage, Inc. as of and for the year ended 31 December 2023, together with the Independent Auditor's Report and the accompanying notes thereto, be, as they are hereby, approved, subject to the submission of revisions, if any, prior to the deadline of the Bureau of Internal Revenue."

VI. RATIFICATION OF THE ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT FOR THE YEAR 2023

The next item on the agenda was the ratification of all acts and resolutions of the Board of Directors and all acts of the Management for the year 2023. These acts and resolutions include the election of officers, contracts and transactions entered into by the Corporation, investments, manpower related decisions, corporate governance related actions and matters reported to the regulatory agencies.

Upon motion duly made and seconded, the Stockholders unanimously approved and ratified all the acts and resolutions of the Board of Directors and all acts of the Management for the year 2022, as shown in the following resolution:

RESOLUTION NO. 003-ASM-EWIB-2024

"RESOLVED, for the record, that the Stockholders of East West Insurance Brokerage, Inc. ("Corporation") approved, confirmed, and ratified all the acts of the Board of Directors and Corporate Officers of the Corporation for the year 2023."

VII. RATIFICATION OF THE BOARD APPROVAL OF THE TERM EXTENSION OF INDEPENDENT DIRECTORS

The next item on the agenda was the ratification of the Board approval of the term extension of the following Independent Directors:

- Atty. Raul I. Rafael
- Atty. Emmanuel L. Peña, Jr.

Upon motion duly made and seconded, the Stockholders unanimously approved and ratified the one-year term extension of the independent directors, as shown in the following resolution:

RESOLUTION NO. 004-ASM-EWIB-2024

"RESOLVED to approve, confirm and ratify the following resolution of the Board of Directors approving the one (1)-year extension of term of Atty. Raul I. Ibloguin Rafael and Atty. Emmanuel Lim Peña, Jr. as independent directors:

'RESOLUTION NO. 003-02-EWIB-2024

"RESOLVED, to approve the extension of term of the following independent directors, whose terms will expire on 19 April 2024, for one (1) year:

- a. Atty. Raul Ibloguin Rafael
- b. Atty. Emmanuel Lim Peña, Jr.

based on the following justifications:

1. The Corporation has yet to find replacements for the 2 independent directors. Efforts to look for reputable or at par replacements have been made since last year but were unsuccessful.
2. It would be difficult for two (2) independent directors to vacate their position both at the same time since there is a need for a rational transition and turnover to ensure continuity.
3. They possess wealth of experience and expertise. Their independence and outlook broaden the Board's perspective on various aspects.
 - Atty. Peña, a lawyer of 34 years, has served as a director and a corporate secretary for various power corporations and as partner to several reputable law firms.
 - Atty. Rafael, a lawyer of 35 years, has been appointed as conservator/receiver by the Insurance Commission in conservatorship proceedings and as a liquidator by the Regional Trial Court in several insolvency cases.
4. The independent directors have consistently proven their value to the Board and the Corporation. They are expected to continue to do so if extended and will not impair their ability to act independently and objectively."

VIII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR 2024 TO 2025

The next order of business was the election of five (5) members of the Board of Directors of the Corporation. The following were nominated for re-election as members of the Board of Directors of the Corporation for 2024 to 2025 and until their successors are duly elected and qualified:

- Jerry G. Ngo
- Peter Roy R. Locsin
- Daniel L. Ang Tan Chai
- Raul I. Rafael (Independent Director)
- Emmanuel L. Peña, Jr. (Independent Director)

On motion duly made and seconded, and unanimously carried, nominees were re-elected directors of the Corporation for the year 2024, to serve as such until their successors shall have been duly elected and qualified, as shown in the following resolution:

RESOLUTION NO. 005-ASM-EWIB-2024

"RESOLVED, for the record, that the Stockholders of the Corporation elected the following directors as members of the Corporation's Board of Directors for the year 2024-2025 and until their successors shall have been duly elected and qualified:

- Jerry G. Ngo - Director
- Peter Roy R. Locsin - Director
- Daniel L. Ang Tan Chai - Director
- Raul I. Rafael - Independent Director
- Emmanuel L. Peña, Jr. - Independent Director

IX. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman proceeded with the next item on the agenda which is the appointment of the Corporation's external auditor. Management recommended and the Board has endorsed that the current external auditor, Sycip Gorres Velayo and Company, be re-appointed as external auditor for the year 2023. Upon motion duly made, seconded and unanimously carried, the following resolution was approved and adopted:

RESOLUTION NO. 006-ASM-EWIB-2024

"RESOLVED, that the auditing firm of Sycip Gorres Velayo and Company be, as it is hereby, re-appointed as the Corporation's external auditor to conduct the audit of the books of the Corporation for the financial year ending 31 December 2023."

X. ADJOURNMENT

There being no other matters to discuss, on motion duly made and seconded, the meeting was adjourned.

Certified correct:



CLARISSA S. RAMOS
Corporate Secretary

Attested By:



JERRY G. NGO
Chairman

EAST WEST INSURANCE BROKERAGE, INC.
Annual Stockholders' Meeting
19 April 2024

Stockholders Present		
No.	Name of Stockholder/Proxy	No. of Shares Held
1	East West Banking Corporation, (represented by its proxy, Jerry G. Ngo	2,999,995
2	Jerry G. Ngo	1
3	Peter Roy R. Locsin	1
4	Daniel L. Ang Tan Chai	1
5	Raul I. Rafael	1
6	Emmanuel L. Peña, Jr.	1
	Total	<u>3,000,000</u>