

**JOINT ANNUAL STOCKHOLDERS AND BOARD OF DIRECTORS  
MINUTES OF THE MEETING  
OF MEDICARD PHILIPPINES INC.**

ATTENDEES: Dr. Nicanor Cesar S. Montoya, Atty. Nicanor Juan Andres S. Montoya , Mr. Nicanor Luis S. Montoya, Ms. Ma. Immaculada Concepcion M. Yap, Atty. Melvyn S. Florencio

DATE: January 27, 2023

VENUE: Via videoconferencing

-----

**A. CALL TO ORDER AND ATTENDANCE**

The President, Mr. Nicanor Cesar Bruno S. Montoya, through video conferencing, commenced call to order and recognized the presence of the following stockholders and members of the board :

1. Dr. Nicanor Cesar S. Montoya
2. Atty. Juan Andres S. Montoya
3. Mr. Luis S. Montoya
4. Ms. Immaculada Concepcion M. Yap
5. Mr. Emmanuel Y. Mendoza

**B. QUORUM**

The President inquired from the Corporate Secretary if all the members of the board were duly notified of the election and if the stockholders representing the majority of the capital stock of the corporation are present. The undersigned replied that all the members of the board were duly notified and stockholders representing majority of the outstanding capital stocks are present in said meeting.

**C. BUSINESS ARISING**

The President discussed the need for the election of new of the members of the Board for the year 2023-2024. Upon motion, which was duly seconded by the other members of the Board, the following were elected as the members of the Board of Directors for the year 2023 to 2024.


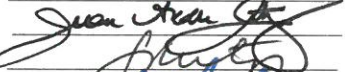



1. Dr. Nicanor Cesar Bruno S. Montoya
2. Nicanor Juan Andres S. Montoya
3. Mr. Luis Antonio S. Montoya
4. Ms. Immaculada Concepcion Yap-Montoya
5. Emmanuel Mendoza – Independent Member
6. Juan Carlos Syquia - Independent Member

Upon the election of the members of the Board of Directors, the Board immediately convened.

Upon motion duly seconded by the other member of the Board, election took place on the corporate officers of the Corporation. The elected corporate officers of the corporation for the year 2023 to 2024 are:

1. Dr. Nicanor Cesar Bruno S. Montoya – President and Chief Executive Officer
2. Nicanor Juan Andres S. Montoya - COO
3. Aristotle P. Salas - Treasurer
4. Ms. Elizabeth B. Laqui- Controller
5. Atty. Melvyn S. Florencio- Corporate Secretary

The President moved for the re-appointment of the following as the authorized bank signatories of the Corporation for the year 2023 to 2024 :

NAMES	SPECIMEN SIGNATURES
Dr. Nicanor Cesar S. Montoya	
Atty. Nicanor Juan Andres S. Montoya	
Nicanor Luis S. Montoya	
Aristotle P. Salas	
Rosemarie B. Alipio	

#### **D. OTHER BUSINESSES:**

The President discussed the need to retain the various board committees for the year 2023 as required by the Securities and Exchange Commission and the Insurance Commission's Revised Code of Corporate Governance, to wit:

1. Audit Committee and Related Party Transaction Committee. These merged committees are composed of Mr. Emmanuel Mendoza as Chairman , Ms. Immaculada Concepcion Montoya-Yap and Juan Carlos Syquia as its members.

2. Board Risk Oversight Committee and Corporate Governance Committee. These merged committees are composed of Mr. Juan Carlos Syquia as its Chairman and Ms. Immaculada Concepcion Montoya-Yap and Juan Carlos Syquia as its members.

Upon motion which was duly seconded by the other members of the Board, the latter voted thereon and was duly approved.

The President likewise discussed the need for the approval of the appointment of Punongbayan & Araullo as the external auditor for the year 2023, and the approval of all acts, resolutions, minutes of the past stockholders meeting for the year 2022.

Upon motion which was duly seconded, the members voted thereon and unanimously approved the same .

**E. ADJOURNMENT**

There being no further business, upon motion duly seconded, the meeting was adjourned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature as Corporate Secretary on January 27, 2023 at Makati City, Philippines.



ATTY. MELVYN S. FLORENCIO  
Corporate Secretary

COUNTER-SIGNED:



DR. NICANOR CESAR S. MONTOYA  
President