

CEBUANA | INSURANCE
LHUILLIER BROKERS

Protecting what matters most to every Filipino



EXCERPT OF THE MINUTES OF THE JOINT ANNUAL MEETING OF THE STOCKHOLDERS AND THE BOARD OF DIRECTORS OF CEBUANA LHUILLIER INSURANCE BROKERS, INC.
Held on April 8, 2025, 1:00 p.m. in Metro Manila

The following directors were present:

MR. JEAN HENRI D. LHUILLIER	- Chairman/Director
MR. FILEMON CECILIO A. CABUNGCAL	- Director
MR. FRANCISCO S.A. SANDEJAS	- Independent Director and Lead Director
MS. ALMARITA D. JIMENEZ	- Independent Director
MR. JOSE F. BALDERAMA	- Non-Executive Director

The following stockholders were present, either in person or by proxy, and the number of shares held by each are set opposite their respective names:

<u>Name of Stockholders</u>	<u>No. of Shares</u>
MR. JEAN HENRI D. LHUILLIER	921,496
MR. FILEMON CECILIO A. CABUNGCAL	1
MS. ALMARITA D. JIMENEZ	1
MR. FRANCISCO S.A. SANDEJAS	1
MR. JOSE F. BALDERAMA	1
TOTAL	921,500

Also present:

ATTY. JEFFREY P. PUNZALAN	- Corporate Secretary
ATTY. PIA L. FAUSTINO	- Assistant Corporate Secretary
MS. LORLYN ARCEO	- Chief Audit Executive
MR. PABLO C. SAMSON II	- Compliance Officer
MS. SHIELA JOY C. VENTURA	- BOD Secretariat
MR. NICK CHARLES GUNAY	- BOD Secretariat

I. ACTIONS BY STOCKHOLDERS

1. Call to Order

The Chairman of the Board, MR. JEAN HENRI D. LHUILLIER, called the meeting to order and presided over the same. The Assistant Corporate Secretary, ATTY. PIA L. FAUSTINO, declared that the stockholders waived any defect in the notice of the meeting and that a valid quorum is present for the conduct of business.

2. Election of Directors

Before the start of the election of the members of the Board of Directors, the Chairman informed the stockholders that the term of office of the directors is co-terminus with the one-year term of the previous directors, hence, the need to hold new election of directors to serve a one-year term. Further, the Chairman informed the stockholders that the election of the directors shall be by raising of hands.

Thereafter, the Chairman declared open the nomination for members of the Board of Directors for the year 2025-2026. The following all incumbent members of the Board were nominated:

MR. JEAN HENRI D. LHUILLIER	- Director
MR. FILEMON CECILIO A. CABUNGCAL	- Director
MR. FRANCISCO S.A. SANDEJAS	- Independent Director
MS. ALMARITA D. JIMENEZ	- Independent Director
MR. JOSE F. BALDERAMA	- Non-Executive Director

The Stockholders present all raised their hands in favor of election of the aforementioned incumbent members of the Board. Upon motion duly made, seconded, the election of the incumbent member of the Board was unanimously carried.

3. **Motions**

A. **Ratification and Approval By Stockholders**

xxx

B. **Designation of External Auditor for 2023**

xxx

4. **President’s Report**

xxx

5. **Adjournment**

There being no other matters to be taken up by the Stockholders, the meeting proceeded to the organizational meeting of the Board of Directors.

II. **ACTIONS BY DIRECTORS**

1. **Call to Order**

The Chairman of the Board, MR. JEAN HENRI D. LHUILLIER, called the meeting of the Board of Directors to order and presided over the same. The Assistant Corporate Secretary, ATTY. PIA L. FAUSTINO, declared that the directors waived any defect in the notice of the meeting and that a valid quorum is present for the conduct of business.

2. **Approval of the Minutes of the Meeting**

xxx

3. **Appointment of Lead Director**

xxx

4. **Confirmation of Appointment of the Chief Audit Executive**

xxx

5. **Election of Officers**

The next item in the agenda is the election of the Corporation’s Chairman and Officers for Year 2025 and until their successors are elected and qualified. Upon motion made and duly seconded, the following were elected officers to the positions set forth opposite their respective names to serve as such for the ensuing year until the election and qualification of their successors.

Chairman, President and Chief Executive Officer:	Mr. Jean Henri D. Lhuillier
Treasurer:	Ms. Jacqueline L. Hess
Corporate Secretary:	Atty. Jeffrey P. Punzalan
Asst. Corporate Secretary:	Atty. Pia L. Faustino
Chief Finance Officer:	Mr. Filemon Cecilio A. Cabungcal
Compliance Officer:	Mr. Pablo C. Samson II

Each of the officers so elected thereupon accepted the office to which he or she was elected as aforesaid.

6. **Appointment of Committee Chairs and Members**

xxx

7. **Ratification and Approval of the Previous Actions of the Officers**

xxx

8. **Approval of the various requests of the Business and Support Units**

- A. Approval of the 2024 AFS
- B. Declaration of Stock Dividends

9. **Adjournment**

There being no other matters to be taken up by the Board, the meeting proceeded to the special meeting of the stockholders for those Board approvals requiring ratification by the stockholders.

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Prepared by:

ATTY. PIA L. FAUSTINO
Assistant Corporate Secretary