

ANNUAL STOCKHOLDER'S MEETING

February 10, 2025

MINUTES

*Of the Annual Stockholders' Meeting of Perla Compania de Seguros, Inc
Held on February 10, 2025 at its office at 2/F Perla Mansions, 117 C
Palanca St, Makati and on Google Meet.*

| | Number of Shares Represented |
|---|---------------------------------|
| Stockholder's present | 134,173,029 |
| Stockholder's represented by proxies | 38,245,614 |
| Absent Stockholder's | 77,581,357 |
| Total Shares Outstanding and entitled to Vote | 250,000,000 |

69% of shareholders were present or had proxies

A G E N D A

I. Call to Order

The Chairperson, Ms Judy Montinola Lou, called the meeting to order at 4:30PM and presided over the same.

II. Quorum/Proof of Notice

The Corporate Secretary, Ms Julia Fideles, certified that the notice of the meeting had been sent to all stockholders' of record in accordance with the Company's By-Laws. She further certified the attendance either in person or by proxy of stockholders owning majority of the issued and outstanding shares of the corporation. A total of 172,418,643 shares were represented in person or by proxy voting. This would constitute 69% of the shareholders and thus the meeting had quorum.

III. Approval of Previous Meeting Minutes dated Feb 5, 2024

The Chairman requested the stockholders to approve the Minutes of the Annual Stockholder's Meeting held on February 5, 2024. Upon motion duly made and seconded, the reading of the minutes of the Annual Stockholder's Meeting held on February 5, 2024 was unanimously approved by the stockholders.

IV. Financial Updates by the Treasurer

The Treasurer reported on the company's financial results in 2024. Note that these results were not yet audited. The sales of the company fell again. From P129.356M in 2023, sales dropped to P120.950M a drop of 6.5%. New initiatives were launched to boost sales in 4Q 2024. We are starting to see some impact of this in 2025, as unaudited Jan 2025 sales show an increase of 6.5% compared to the Jan 2023.

Net Income of the company is projected to be P49M for 2024. Interest and other income are at P57.5M. For the insurance business, important ratios for 2024 to consider are commission rate of 22%, Loss Ratio of 31.69% and Expense Ratio of 53.84%.

This puts the combined ratio at 107.53%. Thus a loss of 7% now on new business from operations.

The expense ratio has steadily risen from being in the 25% range in 2012-2015 to its highpoint of 53.84% in 2024. This is mainly caused by sales declining from P300M in the past to P120M now. We have tried to control expenses but only so much saving can be done. Key focus for 2025 will be boosting sales.

The company's investments are subsidizing the losses of the company and allowing the company to still have a net profit.

The 2023 Synopsis of the company showed a net worth of 1.519 Billion. With P100M in cash dividends declared in 2024 and net income of around P49M, it is expected the company will have a net worth of about P1.47Billion for the 2024 synopsis. Note that these figures are not yet audited.

V. Business Updates by the Vice President for Operations

The Vice President for Operations briefed on the company's focus for the year. Discussions and planning started in October 2024 on new sales initiatives that the company would be pushing for 2025. The company would look to win back previous agents with better packages such as profit sharing. The company would also deal with other big brokers that it had let go of in the past. Branches would be given targets that they would have to meet for each quarter in 2025. If branches hit these targets, all employees in the branch would be eligible for bonuses ranging from 1 to 3 months.

The company would hire a Sales Head who would direct the Sales strategies nationwide. All branches should have a uniform approach on making new sales with a focus on stressing the excellent claims service that the company provides.

The company would continue with its internet marketing initiatives as these had been bearing fruit. The company was able to get several new clients who applied for policies online through the website. Digital marketing of the Company would continue on Facebook, TikTok, Viber and other social media apps.

VI. Election of Board of Directors and of Independent Directors

Following this, the Chairperson announced the next item on the agenda was the election of directors of the corporation for the year 2025. The Chairperson noted that Jeffrey Lim and Katherine Lim had already notified that they would no longer be directors of the company and would retire.

In order to give better opportunities to minority shareholders, Cumulative Voting would be used. The Chairperson requested the Chairman of the Nominating Committee to submit the list of individuals who were nominated as directors and who had the qualifications and none of the disqualifications, as evaluated by the Nominating Committee.

The Nominating Committee member, James A Lim, reported that there were two new candidates that had been found to be Directors of the Company. These were James Julian Lim who was also serving as the Company Treasurer and Rosario Lim, a long time stockholder, who had also briefly worked for the company many years ago.

For the Independent Directors, James Alfred Lim recommended that the Independent Directors Fernando M. Ordoveza and Jose Ramon Villatuya be retained. They had served us well during their first year with the company as Independent Directors.

Ballots were distributed to all stockholders and proxy holders and they were instructed to vote on the candidates. The Corporate Secretary was directed to cast the votes of all the stockholders represented. All of the directors nominated and qualified were elected by a unanimous vote.

The directors of Perla Compania de Seguros, Inc for 2025 as as follows:

Julia Fideles
James Alfred Lim
James Julian Lim
Judy Montinola Lou
Rosario Lim

Independent Directors

Jose Ramon Villatuya
Fernando Ordoveza

VII. Appointment of External Auditor – RR Tan for 2025

The Chairperson asked the Chairman of the Audit Committee to discuss the appointment of the External Auditor. Since the Audit Committee chair was unavailable, the responsibility was turned over to the Company Treasurer and newly elected director.

The Treasurer announced that they were very pleased with the services of the External Auditor R. R. Tan for preparing the 2023 financial reports. R. R. Tan was the external auditor of the company for several years and the audit committee was very pleased with their professionalism and speed while working with Perla. A motion was made to retain R. R. Tan as the auditor for the year 2024-2025. This motion was subsequently seconded and passed that R. R. Tan would serve as the External Auditor for 2024-2025.

VIII. Questions from Shareholders

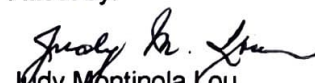
A shareholder sent an anonymous question with regard to the company's cash dividend for 2025. The Company Treasurer replied that the company will issue a cash dividend in 2025 but the exact amount and timing were still being discussed by the board of directors.

IX. Adjournment

There being no other matters to transact and on motion duly made and seconded the meeting was adjourned at 5:00PM.


Julia Fideles
Corporate Secretary

Attest by:


Judy Montinola Lou
Chairperson