



MINUTES OF SPECIAL STOCKHOLDERS MEETING

March 17, 2023 AT 3:00PM

VENUE: ZOOM MEET

Summary of Attendance

Present were:

Gabrielle Marcelo B. Cerna	- Outgoing President/CEO
Catherine B. Cerna	- Incoming President/CEO
Lea Katrina B. Cerna	- Corporate Secretary/Incoming VP for Operations
Franco Baricuatro	- Outgoing Chairman of the Board
Cheryl C. Medalla	- Director Incoming Vice President for Finance
Gillian Joy H. Dico-Cerna	- Director Incoming VP for Sales & Marketing
Ma. Bebeth N. Bernales	- Director/ Incoming Treasurer
Jed Justin Narvios	- Independent Director/incoming chairman
Nazelle M. Vallespin	- Independent Director
Robert Quindoza	- Independent Director
Leo T. Cerna	- Stockholder
Julie B. Jabagat	- Stockholder
Cynthia A. Canete	- Stockholder
Perla G. Centino-Gullaksen	- Stockholder
Jerome N. Medalla	- Stockholder
Delia S. Evardo	- Stockholder
Charito Baricuatro	- Stockholder

Present by proxy:

Rhee N. Medalla	- Stockholder
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Guest Attendee:

Lelani E. Paredes

Number of shares present in person or by proxy	-	<u>100%</u>
Number of shares absent	-	<u>0 %</u>
Percentage of Attendance	-	<u>100%</u>

AGENDA

1. Ratification of Corporate Officers
2. Election of New Independent Director
3. Other Matters

I. Call to Order

The Corporate Secretary, Ms. Lea Katrina Cerna, certified that notices of the annual stockholders' meeting had been duly sent to the all stockholders in accordance with the By-laws of the Corporation, and that 100 % of the total outstanding capital stock of the Corporation was present, and that there was therefore quorum to transact business.

Ms. Cerna informed the stockholders of the resignation of Mr. Franco Baricuatro from the roster of directors. As such, the post of Chairman had been vacated. That upon

consensus vote by the board on March 3, 2023, Mr. Jed Narvios has been voted as the new Chairman, and in effect he had relinquished his post as an Independent Director and transitioned to a regular director. Thus, Ms. Lea gave the floor to Mr. Narvios to preside the meeting.

The Chairman of the Board, Mr. Jed Justin Narvios, called the meeting to order at around 3:05PM and presided over the same. The Corporate Secretary, Ms. Lea Katrina B. Cerna, recorded the minutes of the meeting.

II. Ratification of President and Corporate Treasurer

Mr. Chairman introduced the new table of organization duly approved by the BOD on March 3, 2023. With the management's plan of a revamp for improvement of the organization, the board of directors elected on March 3, 2023, new set of corporate officers in order to align with the new designations under the table of organization. For efficiency of operations, the newly elected officers were deemed to hold office starting March 3, 2023.

Upon show of hands, the Corporate Secretary recorded a unanimous ratification Presented, for approval and ratification the newly-elected officers, particularly:
(Resolution No. 2023-331)

President - Ms. Catherine B. Cerna
Treasurer – Maria Bebeth N. Bernales

III. Election of Independent Director

With the vacancy of the Independent Director's slot, the Nomination Committee was put to task for the guidelines on the selection, nomination, and appointment of the replacement ID to serve the unexpired portion of Mr. Narvios' term.

In his spill-over capacity as Chairman of the Nomination Committee, Mr. Narvios informed the assembly that per guidelines formulated for this purpose, the Committee had scouted for candidates, and subjected them with screening and vetting.

From that process, Ms. Lelani Paredes has been considered, thus Mr. Narvios presented a detailed and comprehensive introduction of the Ms. Paredes' credentials. During deliberations, Ms. Paredes' qualification was scrutinized, and her willingness to serve was also relayed.

Thereafter, her appointment was presented for votation, and upon showing of hands, the Stockholders unanimously voted for the appointment of Ms. Lelani E. Paredes as the 3rd independent director. (Resolution No. 2023-332)

The Corporate Secretary is hereby directed to process the necessary transfer of shares to Ms. Paredes, thereafter her oath of office to effectively serve as Independent Director.

As moved by Atty. Cañete and duly seconded by Atty. Centino-Gullaksen, the minimum shares that the company can sell to Ms. Paredes from the SCS shall not be less than 25 shares.

V. **Status of Paid-Up Capital**

Upon the commitment of Ms. Lelani E. Paredes to purchase Twenty Five (25) stockholdings, with a total of Nineteen (19) Stockholders, Life & Health HMP Inc. has approved a paid-up capital amounting to Sixty Million Five Hundred Seven Thousand Five Hundred Pesos (Php60,507,500.00). (Resolution No. 2023-333)

Name of Stockholder	No. of Shares	Amount	Position
CERNA, CATHERINE B.	170,475	17,047,500.00	President-CEO/Director
CERNA, LEO T.	170,475	17,047,500.00	N/A
CERNA, LEA KATRINA B.	124,475	12,447,500.00	Corp Sec/VP-Operations
CERNA, GABRIELLE MARCELO B.	124,475	12,447,500.00	Director/VP-HR Admin
CERNA, GILLIAN JOY H. DICO-	3,000	300,000.00	Director/VP-Sales & Mktg.
BERNALES, MA. BEBETH N.	2,900	290,000.00	Director/Treasurer
JABAGAT, JULIE B.	2,900	290,000.00	AVP-Operations
FRANCO, BARICUATRO T.	1,900	190,000.00	N/A
MEDALLA, RHEE N.	1,650	165,000.00	N/A
MEDALLA, CHERYL C.	1,250	125,000.00	Director/VP-Finance
MEDALLA, JEROME N.	1,250	125,000.00	N/A
BARICUATRO, CHARITO O.	150	15,000.00	N/A
CAÑETE, CYNTHIA A.	25	2,500.00	N/A
CENTINO-GULLAKSEN, PERLA G.	25	2,500.00	N/A
EVARDO, DELIA S.	25	2,500.00	N/A
NARVIOS, JUSTIN JED	25	2,500.00	BOD Chairman
VALLESTIN, NAZELLE M.	25	2,500.00	Independent Director
QUINDOZA, ROBERT A.	25	2,500.00	Independent Director
PAREDES, LELANI E.	25	2,500.00	Incoming Independent Director
Total	605,075	60,507,500.00	

VI. **Security Deposits in Treasury Bonds**

Pursuant to the Insurance Commission's Circular Letter No. 2016-41, amended by Circular Letter No. 2019-74 particularly Section 3, Security Deposit Requirements, Life & Health HMP Inc. currently has a total of Eighteen Million Two Hundred Thirty Three Thousand Pesos invested in treasury bonds and lodged under the non-tradable account of National Registry of Scripless Securities System (NROSS).

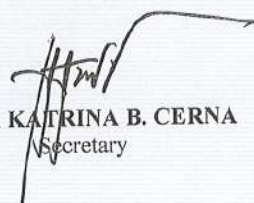
Face Amount	ISIN	Due Date
Php 16,006,000.00	PIBL 1222K450	11/08/2023
Php 2,227,000.00	PIBL 1222H310	8/02/2023
Php 18,233,000.00	Total	

VII. **Election of the Members of the Nomination Committee**

Mr. Jed Narvios, informed the body regarding the vacancy of the chairmanship of the Nomination Committee for his replacement and for Mr. Baricuatro's replacement as a member of the same said committee. This issue shall be resolved during the upcoming special board meeting scheduled on March 27, 2023.

VIII. There being no other matters to transact, on motion duly made and seconded, the meeting adjourned at 18:00 (6:00pm)

Certified Correct:


LEA KATRINA B. CERNA
Secretary

Attested by:


JED JUSTIN C. NARVIOS
Chairman