



MINUTES OF SPECIAL STOCKHOLDERS MEETING

OCTOBER 25, 2022 AT 4:00PM

VENUE: ZOOM MEET

Summary of Attendance

Present were:

Gabrielle Marcelo B. Cerna	- President
Catherine B. Cerna	- Vice President for Operations
Lea Katrina B. Cerna	- Corporate Secretary
Franco Baricuatro	- Chairman of the Board
Cheryl C. Medalla	- Director
Gillian Joy H. Dico-Cerna	- Director
Ma. Bebeth N. Bernales	- Director
Charito Baricuatro	- Director
Jed Justin Narvios	- Independent Director
Nazelle M. Vallespin	- Independent Director
Robert Quindoza	- Stockholder /ID Nominee
Leo T. Cerna	- Stockholder
Julie B. Jabagat	- Stockholder
Cynthia A. Canete	- Stockholder
Perla G. Centino	- Stockholder
Jerome N. Medalla	- Stockholder
Delia S. Evarado	- Stockholder

Present by proxy:

Rhee N. Medalla	- Stockholder
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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. SEC approval of the Amendment of Articles of Incorporation and company By-Laws
2. Status of Paid-Up Capital
3. Election of the Members of the Board of Directors
4. Other Matters

I. Call to Order

The Chairman of the Board, Mr. Franco Baricuatro, called the meeting to order at around 4:05PM and presided over the same. The Corporate Secretary, Ms. Lea Katrina B. Cerna, recorded the minutes of the meeting.

The Corporate Secretary, Ms. Lea Katrina Cerna, certified that notices of the annual stockholders' meeting has 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.

II. Reading and Approval of the Minutes of the previous Annual Stockholders' Meeting

Upon motion duly made and seconded, the reading of the minutes of the last annual stockholders' meeting was dispensed with and the minutes of the last annual stockholders' meeting held on June 09, 2022 was unanimously approved.

III. Announcement on the Amendment of Articles of Incorporation and company By-Laws

As a background, the election of new set of directors and officers was deferred pending the approval of the amended By-Laws and Articles of Incorporation.

The Securities and Exchange Commission (SEC) had approved the Amended Articles of Incorporation and By-laws of the corporation and that the board could proceed with the plans in the pipeline in compliance with the Corporate Governance.

IV. Introduction of Mr. Quindoza as the newest stockholder of the corporation

Mr. Baricuatro, Chairman of the Board, gave the floor to Independent Director, Mr. Jed Narvios, to give a more comprehensive introduction of the newest stockholder, Mr. Robert A. Quindoza, who is nominated to be an independent director.

V. Status of Paid-Up Capital

With the entry of stockholders, Life & Health HMP Inc. now has a total of Eighteen (18) Stockholders with a paid up capital amounting to Sixty Million Five Hundred Five Thousand Pesos (P 60,505,000.00).

VI. Election of the Members of the Board of Directors

Chairman of the Nomination Committee, Mr. Jed Narvios, presented to the attendees the guidelines on nomination and elections for the 2022-2023 election of members of the board of directors, duly approved by the incumbent board of directors.

From the written nominations submitted by the Stockholders, Eight (8) nominees were considered for election for the regular board of directors:

1. Catherine Cerna	5. Gabrielle Marcelo Cerna
2. Cheryl Medalla	6. Gillian Joy Dico-Cerna
3. Ma. Bebeth Bernales	7. Franco Baricuatro
4. Perla Centino	8. Cynthia Cañete

Upon a viva voce voting, the following have been elected as members of the board of directors:
Resolution No. 2022-1001

1. Catherine Cerna	4. Gabrielle Marcelo Cerna
2. Cheryl Medalla	5. Gillian Joy Dico-Cerna
3. Ma. Bebeth Bernales	6. Franco Baricuatro

Upon presentation to the body, the endorsement/ pre-screened nomination as independent director, the Stockholders unanimously voted for the appointment of Mr. Robert Quindoza as the 3rd independent director. Resolution No. 2022-1002

The newly elected directors after being proclaimed as members of the Board of Directors, immediately took their oath of office.

The President, Mr. Gabrielle Cerna, exercising hold-over capacity, announced that the newly-convened board of directors shall hold a meeting right away to create and elect the composition of the committees and other matters.

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

Certified Correct:


LEA KAJRINA B. CERNA
Secretary

Attested by:


FRANCO T. BARICUATRO
Chairman