

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

OF

FPG INSURANCE CO., INC.

DATE - MARCH 16, 2018

TIME - 11:00 A. M.

PLACE - FPG BOARDROOM, 6/F ZUELLIG BUILDING  
 MAKATI AVENUE CORNER PASEO DE ROXAS  
 MAKATI CITY

STOCKHOLDERS PRESENT:

Name	Class A	Class B	Total
Golden Eight Group Limited (Proxy: Mr. David Zuellig)	27,999,693	6,999,847	34,999,540
Ramon Y. Dimacali	307	146	453
Ricardo J. Romulo		2	2
David Zuellig		2	2
Kasigod V. Jamias		2	2
Stephen Blasina		1	1
Total number of shares present in person/proxy	28,000,000	7,000,000	35,000,000

STOCKHOLDERS ABSENT:

None

Total number of shares outstanding and entitled to vote	28,000,000	7,000,000	35,000,000
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OTHERS PRESENT - MARIO RELY B. PERILLA  
 VP/Treasurer/CFO

MARGARITA B. PENARANDA  
 Acting Secretary

CALL TO ORDER

Atty. Ricardo J. Romulo, Chairman, called the meeting to order and thereafter presided.

Mrs. Margarita B. Penaranda, Acting Secretary, advised were notices were duly sent to all stockholders, in accordance with law and the By-Laws of the Corporation, and thereafter certified to the existence of a quorum, there being present at the meeting in person or by proxy, stockholders representing One Hundred (100%) percent of the Corporation's outstanding capital stock.

#### READING AND APPROVAL OF MINUTES OF THE STOCKHOLDERS' MEETING HELD ON MARCH 16, 2017

The Chairman conveyed to the stockholders present that the minutes of the Stockholders' Meeting held on March 16, 2017 were previously circularized. He then asked for comments and/or amendments, and on motion duly made and seconded, it was

“RESOLVED, that the reading of minutes of the Stockholders' Meeting held on March 16, 2017 be, as it hereby is dispensed with, and that the same be, as they hereby are, approved.”

#### RATIFICATION OF THE ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS DURING THE YEAR 2017

The Chairman asked for comments on the acts and proceedings of the Board of Directors during the year 2017, there being none, and on motion made by Mr. Ramon Y. Dimacali, duly seconded by Mr. Kasigod V. Jamias, it was

“RESOLVED, that all acts and proceedings of the Board of Directors during the year 2017 be, as they hereby are ratified, confirmed and approved.”

#### ELECTION OF DIRECTORS

The following stockholders were nominated directors of FPG Insurance Co., Inc. for calendar year 2018-2019:

Stephen Blasina  
Ramon Y. Dimacali

Kasigod V. Jamias  
Ricardo J. Romulo  
David Zuellig

There being no other nominations nor objection to the above nominees, the above-named stockholders were re-elected directors of FPG Insurance Co., Inc. for the calendar year 2018-2019.

The stockholders unanimously agreed to leave two (2) seats in the Board vacant for the time being.

#### APPOINTMENT OF EXTERNAL AUDITOR

On motion duly made by Mr. Dimacali and seconded by Mr. Jamias, it was

“RESOLVED, that SYCIP GORRES VELAYO & COMPANY, INC. be, as it hereby is retained as the Company’s External Auditor for the new fiscal year.”

#### ADJOURNMENT

There being no further business to transact, the meeting was, on motion duly made and seconded, declared adjourned.

MARGARITA B. PENARANDA  
Acting Secretary

RICARDO J. ROMULO  
Chairman

Attested by:

RAMON Y. DIMACALI  
President/Chief Executive Officer