# MINUTES OF THE ANNUAL STOCKHOLDERS MEETING
# COUNTRY BANKERS INSURANCE CORPORATION
# HELD ON THURSDAY, 23 APRIL 2026
### COUNTRY BANKERS CENTRE, 648 T. M. KALAW AVENUE, ERMITA, MANILA

=========================================================

Present:

| Name of Stockholder | No. of Shares | In Person | Proxy |
|---|---|---|---|
| | | | |
| Alampay, Jr., Nestor D. | 2 | 2 | |
| Bacani, Jr., Paterno C. | 1 | 1 | |
| Bocobo, Mark R. | 1 | 1 | |
| Country Bankers Life Insurance Corp. | 465,106 | | 465,106 |
| Cruz III, Alfredo Alex S. | 113 | 113 | |
| Desiderio, Agnes S. | 928,040 | 928,040 | |
| Fernando, Ernestine C.J.D. V. | 236,710 | 236,710 | |
| Garcia, Geraldine D. | 349,417 | 349,417 | |
| Garcia, Ian R. | 113 | | 113 |
| Garcia, Ian Miguel D. | 39,455 | | 39,455 |
| Garcia, Iñigo Luis D. | 39,454 | | 39,454 |
| Garcia, Isabel Angela D. | 39,455 | | 39,455 |
| Guingona, Ma. Victoria | 118,480 | 118,480 | |
| Jose E. Desiderio & Co., Inc. | 929,303 | | 929,303 |
| Locsin, Dennis H. | 5,089 | 5,089 | |
| Montelibano, Robert Gerard L. | 15 | 15 | |
| Montelibano, Roberto L. | 18,694 | 18,694 | |
| Naguiat, Antolin L. | 1 | 1 | |
| Petines, Manuel Y. | 16 | | 16 |
| Ramos, Romeo Jr. | 200 | | 200 |
| Velasquez, Romeo G. | 119 | | 119 |
| Salazar, Roderick R.C. III | 1 | 1 | |
| Villareal, Ernest Julius D. | 236,704 | | 236,704 |
| Villareal, Ernestito Jose IV D. | 236,700 | | 236,700 |

Total No. of Shares (in person + proxy) 3,643,189
Total No. of Shares (outstanding) 5,319,084

## ORDER OF BUSINESS

## I. CALL TO ORDER

The Chairwoman, Ma. Victoria G. Guingona, called the meeting to order and presided over the same. The Corporate Secretary, Alice C. Solis, recorded the minutes of the proceedings.

## II. PROOF OF NOTICE OF MEETING AND DETERMINATION OF QUORUM

Upon inquiry, the Corporate Secretary certified that Notice of the Meeting was sent to all stockholders of record either by personal delivery or by registered mail at least twenty (20) days prior to the date of the meeting.

The Corporate Secretary notified the Chairwoman that 13 stockholders were present in person representing 1,656,564 shares and that 11 stockholders owning a total of 1,986,625 shares were represented by their authorized proxies thereby showing a total attendance of 3,643,189 shares equivalent to 68.49% of the 5,319,084 issued and outstanding. The Corporate Secretary thus certified that a quorum existed for the valid transaction of business.

## III. READING OF PREVIOUS MINUTES AND ACTION THEREON

Copies of the minutes of the Annual Stockholders' Meeting held on 24 April 2025 were made available to the stockholders and proxies through the Corporation's website. Upon motion duly made and seconded, the Minutes were approved.

## IV. PRESIDENT'S REPORT

On motion made and duly seconded, the reading of the Annual Report of the President to the stockholders for the period ending 31 December 2025 was dispensed with since the report was already included in the Financial Statements.

## V. RATIFICATION OF ALL ACTS, RESOLUTIONS AND TRANSACTIONS OF THE BOARD OF DIRECTORS AND THE OFFICERS

Upon motion duly made and seconded, all acts, resolutions and decisions of the Board of Directors, the Committees and Management for the period ending 31 December 2025 were approved, confirmed and ratified.

## VI.ELECTION OF DIRECTORS

Dir. Paterno C. Bacani, Jr., a member of the Governance Committee, tasked to review and evaluate the qualifications for membership in the Board of Directors, read the names of the nominees recommended by the Committee.

Since there were only thirteen (13) nominees for the fifteen (15) slots in the Board of Directors as provided in the amended By-Laws, instead of voting Viva Voce, it was moved and duly seconded that the nominees be deemed elected. For this purpose, on motion made and duly seconded, the available votes were cast equally in favor of all the nominees.

Thereafter, on motion made and duly seconded, the following resolution was unanimously adopted:

"RESOLVED, that the Corporation confirm the election of the following nominees as directors of the Corporation to serve until their successors are duly elected and qualified:

A. Regular Members

Nestor D. Alampay, Jr.
Alfredo Alex S. Cruz III
Agnes S. Desiderio
Ernestine C.J.D. Villareal-Fernando
Geraldine Desiderio-Garcia
Ma. Victoria G. Guingona
Dennis H. Locsin
Robert Gerard L. Montelibano
Antolin L. Naguiat
Manuel Y. Petines

B. Independent Directors

Paterno C. Bacani, Jr.
Mark R. Bocobo
Roderick R.C. Salazar III

## VII. ADJOURNMENT

There being no other business to discuss, upon motion duly made and seconded, the meeting was adjourned.

**ALICE C. SOLIS**
**Corporate Secretary**

**Attested:**

**MA. VICTORIA G. GUINGONA**
**Chairwoman**

*Scribe: alice/*