

**COUNTRY BANKERS INSURANCE CORPORATION**  
**COUNTRY BANKERS CENTRE, 648 T. M. KALAW AVENUE, ERMITA, MANILA**  
**P.O. BOX 987, MANILA, TEL. NOS. 524-18-86 TO 89**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

A. MONTELIBANO HIJOS, INC.  
Capitol Subdivision Building  
Lacson Street, Bacolod City

Dear Stockholder:

Notice is hereby given that the Annual Meeting of the Shareholders of **COUNTRY BANKERS INSURANCE CORPORATION** will be held November 26, 2020 at 2:30 pm through remote communication (zoom meeting).

**AGENDA**

- I. CALL TO ORDER
- II. PROOF OF NOTICE AND DETERMINATION OF QUORUM
- III. READING OF PREVIOUS MINUTES AND ACTION THEREON
- IV. PRESIDENT'S REPORT
- V. RATIFICATION OF ALL ACTS, RESOLUTIONS AND TRANSACTIONS OF THE BOARD OF DIRECTORS AND THE OFFICERS
- VI. Amendment of FIRST ARTICLE of the Articles of Incorporation changing the name of the Corporation from "COUNTRY BANKERS INSURANCE CORPORATION" to "COUNTRY BANKERS GENERAL INSURANCE CORPORATION" ("CBGen")
- VII. ELECTION OF DIRECTORS<sup>1</sup>
- VIII. OTHER MATTERS
- IX. ADJOURNMENT

Stockholders of record as of November 6, 2020 will be entitled to notice and to vote at this meeting.

Stockholders who wish to participate by remote communication and/or vote *in absentia* should notify the Corporation by email to: [info@cblic.com](mailto:info@cblic.com) on or before November 16, 2020.<sup>2</sup>


Any Shareholder who will attend the meeting through a representative must accomplish a Proxy and submit the same to: [info@cblic.com](mailto:info@cblic.com) on or before November 16, 2020.

Stockholders who wish to nominate candidates for directors must submit a letter of nomination together with the bio data of the proposed candidates by email to: [info@cblic.com](mailto:info@cblic.com) (attention: Governance Committee) on or before November 16, 2020.<sup>3</sup>

The Organizational Meeting of the Board of Directors will be held immediately after the Annual Shareholders' Meeting with the following Agenda:

- I. CALL TO ORDER
- II. CERTIFICATION OF QUORUM
- III. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING
- IV. ELECTION OF OFFICERS/COMMITTEE MEMBERS
- V. OTHER MATTERS
- VI. ADJOURNMENT

Done this 8<sup>th</sup> day of October 2020.

  
**ALFREDO ALEX S. CRUZ III**  
Corporate Secretary

<sup>1</sup> Please refer to item E of the attached Rules and Procedure for the Conduct of the Election (Rules).

<sup>2</sup> Please refer to items B and C of the Rules.

<sup>3</sup> Please note that there are twelve (12) regular directors and three (3) independent directors to be elected.

## RULES AND PROCEDURE FOR THE CONDUCT OF THE MEETING

- A. Stockholders may attend the meeting remotely via Zoom Meeting (<https://zoom.us/join>). The information to attend the meeting, including the Zoom meeting ID and password shall be sent via email to all shareholders who are able to register as required herein.
- B. Stockholders must notify the Corporation by email to [info@cblic.com](mailto:info@cblic.com) of their intention to attend the meeting by remote communication to be included in determining the quorum, together with the stockholders who intend to vote *in absentia* and by proxy.
- C. Registration to attend the meeting by remote communication and/or to vote *in absentia* and by proxy shall be until November 16, 2020. For purposes of validation, upon registration, stockholders must provide the following information and email the documents listed below (the cumulative file size should not be larger than 5mb):
  1. For individual stockholders:
    - a. Email address;
    - b. First and Last name;
    - c. Address;
    - d. A valid and active mobile/phone number; and
    - e. A scanned copy of the stockholder's valid government-issued ID with picture and signature.
  2. For corporate stockholders:
    - a. Email address of the representative of the corporate stockholder;
    - b. First and Last name of the representative of the corporate stockholder;
    - c. Address of the corporate stockholder;
    - d. A valid and active mobile/phone number of the representative of the corporate stockholder;
    - e. A scanned copy of a valid government-issued ID of the representative of the corporate stockholder authorized to cast the vote for and on behalf of the corporate stockholder with photograph; and
    - f. A scanned copy of the certification duly signed by the corporate secretary of the corporate stockholder attesting to the authority of the representative to vote for and on behalf of the corporate stockholder.
- D. Each Agenda item will be shown on the screen during the live streaming as the same is taken up at the meeting.
- E. The Chairman will cause the announcement of the candidates as recommended by the GovCom. Thereafter, the Chairman will declare the opening of the elections and determine the most efficient way to ensure all votes are properly cast. The shareholders may, however, agree to an alternative election procedure.
- F. The Corporate Secretary and a committee organized by the Board will tabulate all votes received.
- G. Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate the votes.
- H. All the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting.
- I. The meeting proceedings shall be recorded in audio and video format and copies thereof shall be retained by the Corporation.