



BY-LAWS
OF
**FIRST METRO INSURANCE AND
REINSURANCE BROKERS INC.**

I. THE TIME, PLACE AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE DIRECTORS OR TRUSTEES.

- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) Meetings of directors or trustees of corporations may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting, unless a longer time is provided in the by-laws. A director or trustee may waive this requirement, either expressly or impliedly.
- d) Directors or trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors or trustees cannot attend or vote by proxy at board meetings.

II. THE TIME AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE STOCKHOLDERS OR MEMBERS.

- a) Regular or annual meetings of stockholders or members shall be held annually on **3rd Monday of June.**
- b) Written notice of regular meetings shall be sent to all stockholders of record or members at least twenty-one (21) days prior to the meeting, unless a different period is required in the by-laws, law, or regulation: Provided, further, That written notice of regular meetings may be sent to all stockholders of record or members through electronic mail or such other manner as the Commission shall allow under its guidelines.
- c) Special meetings of Stockholders or members shall be held at any time deemed necessary or as provided in the by-laws: Provided, however, That at least one (1) week written notice shall be sent to all Stockholders or members, unless a different period is provided in the by-laws, law or regulation.
- d) Written notice of special meetings shall be sent to all stockholders or



members at least one week prior to the meeting.

e) Stockholders or members' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, Provided, That any city or municipality in Metro Manila, Metro Cebu, Metro Davao, and other Metropolitan areas shall, for purposes of this section, be considered a city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS OR MEMBERS

The required quorum in meetings of Stockholders or members shall consist of the stockholder/s representing a majority of the outstanding capital stock or a majority of the members in the case of non-stock corporations.

IV. THE FORM FOR PROXIES OF STOCKHOLDERS OR MEMBERS AND THE MANNER OF VOTING THEM

Stockholders or members may vote in person or by proxy in all meetings of Stockholders or members. Proxies shall be in writing, signed and filed, by the stockholder or member, in any form authorized in the by-laws and received by the corporate secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.

V. THE QUALIFICATIONS, DUTIES, TERM AND COMPENSATION OF DIRECTORS OR TRUSTEES

a) A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:

(a) Convicted by final judgment:

(1) Of an offense punishable by imprisonment for a period exceeding six (6) years;

(2) For violating this Code; and

(3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";

(b) Found administratively liable for any offense involving fraudulent acts; and

(c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Directors shall be elected for a term of one (1) year from among the holders of



stocks registered in the corporation's books, while trustees shall be elected for a term not exceeding three (3) years from among the members of the corporation. Each director and trustee shall hold office until the successor is elected and qualified. A director who ceases to own at least one (1) share of stock or a trustee who ceases to be a member of the corporation shall cease to be such.

b) The corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation be controlled and held by the board of directors or trustees to be elected from among the holders of stocks, who shall hold office for one (1) year and until their successors are elected and qualified.

c) The directors or trustees shall not receive any compensation, as such directors or trustees, except for reasonable per diems. Any compensation may be granted to directors or trustees by the vote of the stockholders representing at least a majority of the outstanding capital stock or by majority of the members at a regular or special meeting, In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year.

VI. THE MANNER OF ELECTION OR APPOINTMENT, QUALIFICATION AND THE TERM OF OFFICE OF ALL OFFICERS OTHER THAN DIRECTORS OR TRUSTEES

Immediately after their election, the directors or trustees of a corporation must formally organize by the election of a PRESIDENT, who shall be a director or member, a TREASURER who must be a resident, a SECRETARY who shall be a citizen and resident of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as PRESIDENT and SECRETARY or as PRESIDENT and TREASURER at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers shall manage the corporation and perform such duties as may be provided in the bylaws and/or as resolved by the board of directors or trustees.

VII. FISCAL YEAR

The fiscal year of the corporation shall begin on **January 1** and shall end **December 31** of each year.

VIII. SEAL

The corporate seal shall be determined by the Board of directors or trustees.

IX. MISCELLANEOUS PROVISIONS:

Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines.



IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this _____ day of _____, 20_____ in the City/Municipality of _____, Province of _____, Republic of the Philippines.

Name	TIN	Signature
LITA SALONGA TAN	121-525-418-000	
AUGUSTO JR GUTIERREZ MEDINA	121-543-041-000	
MICHAEL REYES GABRIEL	162-983-854-000	
JAY LUBANG MIRANDA	256-265-844-000	
FREDERICK DIVINA REYES	301-070-680-000	



FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

FMIRBI BOARD COMPOSITION, QUALIFICATIONS, AND EXPERTISE

First Metro Insurance and Reinsurance Brokers, Inc. (FMIRBI) is governed by a Board composed of highly qualified professionals with extensive experience in banking, insurance, reinsurance, treasury, investments, risk management, corporate governance, strategic planning, commercial banking, and financial services. The Board members collectively possess decades of executive leadership experience gained from leading financial institutions, insurance brokerage firms, investment management companies, and academic institutions.

The Board's diverse expertise enables it to effectively oversee the Company's strategic direction, risk management framework, regulatory compliance, and overall corporate governance practices. The directors bring a broad range of competencies in business management, insurance operations, treasury and trust banking, investment management, corporate finance, customer relationship management, and organizational leadership, ensuring sound decision-making and sustainable growth of the Company.

Complementing the Board's expertise is the leadership of the Company's President, who possesses more than three decades of experience in insurance and reinsurance brokering, underwriting, claims management, risk management, and insurance product development. Together, the Board and Senior Management provide the Company with a strong foundation of industry knowledge, professional competence, and governance oversight necessary to achieve its business objectives and fulfill its responsibilities to stakeholders.

The Board and Senior Management likewise maintain their professional competence through continuous participation in corporate governance, anti-money laundering, risk management, regulatory compliance, and industry-specific training programs conducted by recognized institutions, including the Insurance Institute for Asia and the Pacific (IIAP), the Institute of Corporate Directors (ICD), the Anti-Money Laundering Council (AMLC), and other reputable training organizations.

FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

JOSE VICENTE L. ALDE – CHAIRMAN

Mr. Alde is a seasoned banking executive with more than 30 years of experience in banking, treasury, finance, and corporate leadership. He currently serves as President of Philippine Savings Bank and Chairman of First Metro Insurance and Reinsurance Brokers, Inc. His extensive experience includes senior leadership roles at ABN AMRO Bank and directorships in various financial institutions. He holds a Master in Business Management from the Asian Institute of Management and has completed numerous Corporate Governance and Anti-Money Laundering trainings. His expertise in banking operations, treasury management, corporate governance, and financial services significantly contributes to the Board's strategic direction.

MA. CECILIA B. DE PAZ – DIRECTOR / PRESIDENT

Ms. De Paz is a highly accomplished insurance executive with over 30 years of experience in life, non-life, health/HMO, and reinsurance brokerage in both the Philippines and the United States. She possesses extensive expertise in insurance brokering, strategic planning, product development, risk management, underwriting, claims management, and sales leadership. Prior to leading First Metro Insurance and Reinsurance Brokers, Inc., she was engaged by Metropolitan Bank & Trust Company to establish and develop its insurance brokerage arm. She also held senior executive positions with BDO Insure, BPI/MS Insurance Corporation, and Alsons Insurance Brokers, where she successfully led sales, underwriting, risk management, and claims. Her extensive industry knowledge and leadership experience provide the Company with strong insurance expertise, strategic direction, and risk management capabilities.

FRANCIS C. LLANERA – DIRECTOR

Mr. Llanera is an accomplished banking executive with over 30 years of experience in branch banking, operations management, credit risk, collections, loan administration, and remedial management. He currently serves as Executive Vice President and Branch Banking Group Head of Philippine Savings Bank. His experience includes leadership roles in loan operations, credit management, and banking operations, providing valuable expertise in risk management, operational efficiency, and financial services. He earned his MBA from Ateneo Graduate School of Business and regularly attends Corporate Governance and AML trainings.

JUAN PLACIDO T. MAPA III – DIRECTOR

Mr. Mapa possesses extensive experience in commercial banking, corporate finance, strategic planning, investor relations, and capital markets. He currently serves as First Vice President and Head of Commercial Banking – Metro Manila of Metropolitan Bank & Trust Company. Prior to this, he held senior positions in Deutsche Bank's Debt Capital Markets Group and Watson Wyatt Philippines. His background in commercial banking, financial markets, investor relations, and corporate governance contributes valuable strategic and financial expertise to the Board.

FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

RANDELL D. VICTORIANO – DIRECTOR

Mr. Victoriano is a senior banking executive with more than three decades of experience in corporate banking, branch banking, sales management, business development, and organizational leadership. He currently heads the Branch Banking Group – Countryside of Metropolitan Bank & Trust Company and has held various executive positions in corporate and retail banking. His expertise in business development, client relationship management, strategic leadership, and branch operations enhances the Board's understanding of banking operations and customer-centric growth strategies.

TERESITA L. DY – INDEPENDENT DIRECTOR

Ms. Dy brings extensive experience in banking, finance, education, business management, and corporate governance. She previously served as Senior Vice President and Region Head of Metropolitan Bank & Trust Company and currently serves as Independent Director and Chairperson of the Audit, Corporate Governance, Risk, Compliance, and Related Party Transactions Committee of FMIRBI. She is also a professor and lecturer in accounting, finance, and management at leading academic institutions. Her expertise in governance, banking operations, finance, risk management, and education strengthen the Board's oversight capabilities and governance framework.

JOSEFINA TUPLANO – INDEPENDENT DIRECTOR

Ms. Tuplano is a seasoned banking and finance professional with over 38 years of experience specializing in trust banking, treasury management, asset management, investments, and risk management. She previously served as Executive Vice President and Head of the Trust Banking Group of Metrobank and currently serves as an Independent Director of COL Investment Management, Inc. She also serves as the Chairman of the Compensation, Management Development, and Nomination Committee of First Metro Insurance and Reinsurance Brokers, Inc. Her expertise in investment management, treasury operations, corporate governance, and financial markets strengthens the Board's oversight and governance functions.

FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

Excerpt from FMIRBI AFS Note 18 Disclosure

18. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions or if they are subjected to common control or common significant influence such as subsidiaries and associates of subsidiaries or other related parties. Related parties may be corporate entities or individuals including key management personnel or those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any member of the BOD of the Company.

Transactions between related parties are based on terms similar to those offered to nonrelated parties. These transactions principally consist of services rendered and noninterest-bearing advances which are payable on demand.

Related Parties	2025		2024		Nature, Terms and Conditions
	Transaction	Outstanding Balance	Transaction	Outstanding Balance	
<u>Parent Company</u>					
Management Fee Payable	P=28,230,606	P=28,230,606	P=8,125,320	P=8,125,320	The Company considers as key management personnel all seconded employees holding managerial positions up to president. Compensation of the Company's key management personnel in 2024 are paid by the Parent Company but subsequently charged to the Company.
<u>Federal Land, Inc.</u>					
Finance Lease	2,390,440	2,390,440	1,938,195	1,938,195	In 2024, the Company entered into a lease agreement with Federal Land Inc., an affiliate, for the lease of its office which commenced on May 1, 2024 and terminating on April 30, 2029.
<u>AXA Philippines Life and General Insurance Corporation.</u>					
Commission Receivable	9,947,436	9,947,436	—	—	The Company entered into an agreement with AXA Philippines Life and General Insurance Corporation, under which it earns commissions from brokerage services, resulting in the recognition of commission receivables.

Terms and conditions of transactions with related parties

Outstanding balances as of December 31, 2025 and 2024 are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. An impairment assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates.

Remuneration of directors and other key management personnel

The Company considers as key management personnel all seconded employees holding managerial positions up to president. Compensation of the Company's key management personnel in 2025 are paid by the Parent Company but subsequently charged to the Company.

Management fees and other contracted services

These pertain to monthly charges billed by the Parent Company and certain affiliates for the following administrative and support services rendered to the Company:

- compensation and benefits of seconded employees
- human resource and employee administration;
- audit, legal and regulatory services;
- accounting and financial services;
- procurement and IT services;
- security services; and
- general administrative functions.



FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

SECRETARY'S CERTIFICATE


I, **MARIA SOFIA A. LOPEZ**, Filipino, of legal age, with office address at the 43rd Floor, GT Tower International, 6813 Ayala Ave. cor. H.V. dela Costa St., Makati City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines and with principal office address at **29th Floor Metrobank Center, 35th St. corner 7th Avenue, Bonifacio Global City, Taguig City, 1634 Philippines.**

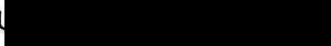
2. At the Annual Meeting of the Stockholders of the Corporation held on June 30, 2025, at which meeting a quorum was present and acting throughout, the Stockholders approved and confirmed the appointment of Sycip Gorres Velayo and Co. as external auditor of the Corporation for the year 2025-206, as endorsed by the Board of Directors.

3. I am executing this certificate to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand on JUN 22 2026 at MAKATI CITY.


MARIA SOFIA A. LOPEZ
Corporate Secretary

JUN 22 2026

SUBSCRIBED AND SWORN to before me this JUN 22 2026 at MAKATI CITY,
affiant exhibiting to me her 

Doc. No.: 137 ;
Page No.: 29 ;
Book No.: I ;
Series of 2026


ATTY. JOSEPH NELSON A. HERNANDEZ
NOTARY PUBLIC CITY OF MAKATI
APPOINTMENT NO. M-242 - UNTIL DECEMBER 31, 2027
GT Tower International, 6813 Ayala Ave., corner
H.V. Dela Costa St., Brgy. Bel-Air, Makati City 1227
ROLL OF ATTORNEYS NO. 74672
PTR No. MKT10767224: 01/05/2026: MAKATI CITY
IBP O.R. No. INV 571341: 12/24/2025: BATANGAS CITY
MCLE COMPLIANCE NO: VIII-0003612. 09/05/2023

First Metro Insurance and Reinsurance Brokers Inc. 29/F Metrobank Center, 35th Street corner
7th Avenue, Bonifacio Global City, Taguig City, 1634 Metro Manila


FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

CERTIFICATION

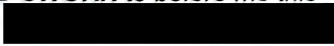
I hereby certify that, based on available records, the members of the Board of Directors of **FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines and with principal office address at **29th Floor Metrobank Center, 35th St. corner 7th Avenue, Bonifacio Global City, Taguig City, 1634 Philippines**, have attended the regular/special meetings thereof, as well as the organizational meeting of said Board for the year 2025, as follows:

Name	Position	No. of Meeting attended (6 meetings)	Date Elected /Re-elected	Remarks
Jose Vicente L. Alde	Chairman	6	/June 30, 2025	Incumbent
Ma. Cecilia B. De Paz	President	6	/June 30, 2025	Incumbent
Randell D. Victoriano	Member	6	/June 30, 2025	Incumbent
Juan Placido T. Mapa III	Member	6	/June 30, 2025	Incumbent
Francis C. Llanera	Member	6	/June 30, 2025	Incumbent
Teresita L. Dy	Independent	6	/June 30, 2025	Incumbent
Fermin T. Chio	Independent	1*	End of term – June 30, 2025	
Josefina T. Tuplano	Independent	4	June 30, 2025	Incumbent

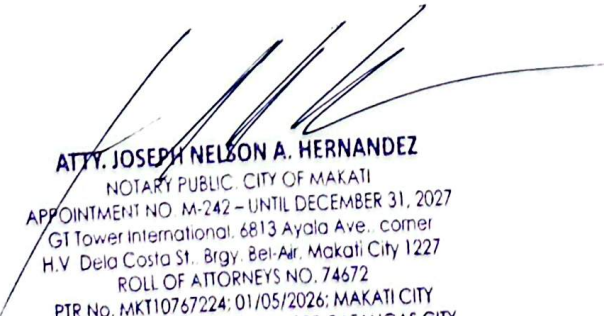
CERTIFIED CORRECT:


MARIA SOFIA A. LOPEZ
Corporate Secretary

JUN 22 2026 at **MAKATI CITY**

SUBSCRIBED AND SWORN to before me this _____ at _____,
affiant exhibiting to me her 

Doc. No.: 136 ;
Page No.: 29 ;
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Series of 2026


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ROLL OF ATTORNEYS NO. 74672
PTR No. MKT10767224; 01/05/2026; MAKATI CITY
IBP O.R. No. INV 571341; 12/24/2025; BATANGAS CITY
MCLE COMPLIANCE NO: VIII-0003612, 09/05/2023

First Metro Insurance and Reinsurance Brokers Inc. 29/F Metrobank Center, 35th Street corner
7th Avenue, Bonifacio Global City, Taguig City, 1634 Metro Manila

FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

SECRETARY'S CERTIFICATE

I, **MARIA SOFIA A. LOPEZ**, Filipino, of legal age, with office address at the 43rd Floor, GT Tower International, 6813 Ayala Ave. cor. H.V. dela Costa St., Makati City, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines and with principal office address at **29th Floor Metrobank Center, 35th St. corner 7th Avenue, Bonifacio Global City, Taguig City, 1634 Philippines.**

2. The meetings of the Board of Directors and Stockholders of the Corporation held on the dates stated below constitute the full and complete records of all meetings for the year 2025:

Date of Meeting	Nature of Meeting	Items Discussed
March 17 2025	Regular Board Meeting	<ul style="list-style-type: none">➤ Approval of the Minutes of the Regular Board meeting held on Dec. 2 2024➤ Appointment of Compliance Officer and Data Privacy Officer➤ Schedule of 2025 Annual Stockholders Meeting of FMIRBI.➤ Revision of the Omnibus Resolution on Authorized Signatories
June 10-12, 2025	Special Board Meeting	<ul style="list-style-type: none">➤ Approval of the 2024 Audited Financial Statements
June 30 2025	Regular Board Meeting	<ul style="list-style-type: none">➤ Approval of the Minutes of the Regular Board meeting held on March 17, 2025➤ Certification of Newly Elected Directors of FMIRBI<ul style="list-style-type: none">• Mr. Jose Vicente L. Alde• Ms. Ma. Cecilia B. de Paz• Mr. Randell D. Victoriano• Mr. Juan Placido T. Mapa III• Mr. Francis C. Llanera• Ms. Teresita L. Dy• Ms. Josefina T. Tuplano➤ The Board reconstituted the 2025 – 2026 Board Committees<ul style="list-style-type: none">• Executive Committee• Audit, Corporate Governance, Risk Compliance and Related Party Transactions Committee• Compensation, Management Development, and Nomination Committee➤ Report of The President on the following:<ul style="list-style-type: none">• Key Milestone• FMIRBI Production review• IBS Market Penetration and Performance Metrics• MBTC Assets, Affiliates & Subsidiaries and EB Market Penetration and Performance Metrics• FY 2025-2024 Comparative Financials

First Metro Insurance and Reinsurance Brokers Inc. 29/F Metrobank Center, 35th Street corner 7th Avenue, Bonifacio Global City, Taguig City, 1634 Metro Manila



FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

June 30 2025	Annual Stockholders Meeting	<ul style="list-style-type: none"> ➤ Approval of the minutes of previous Stockholders Meeting held on September 20, 2024 ➤ Financial Highlights FY 2024 ➤ Insurance Accreditation and Policy Review Guidelines ➤ Creation of Group Life Insurance Program ➤ FMIRBI bespoke policy wordings ➤ Election of Directors ➤ Appointment of External Auditor
September 15 2025	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board meeting held on June 30, 2025 ➤ Performance Metrics per Market Segment ➤ Presentation of process for both Motor and Non-motor insurance and the role of FMIRBI ➤ 3-year Financial Result 2023-2025
December 1, 2025	Regular Board Meeting	<ul style="list-style-type: none"> ➤ Approval of the Minutes of the Regular Board meeting held on September 15, 2025 ➤ Production Report YTD November 2025 ➤ Production Metrics per Market Segment ➤ 6-year Financial Projection: 2025 – 2030 ➤ Significant Capital Expenditure ➤ Officers Performance Bonus ➤ Expansion of Operations in the Visayas and Mindanao Area ➤ Amendment of Articles of Incorporation including the Trade Name FirstMetro Assure. Amended Articles of Incorporation is FIRST METRO INSURANCE AND REINSURANCE BROKERS, INC. (doing business under the trade name and style of FIRSTMETRO ASSURE)

3. I am executing this certificate to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand on JUN 22 2026 at MAKATI CITY.

MARIA SOFIA A/ LOPEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 22 2026 at MAKATI CITY
affiant exhibiting to me her [redacted] B.

Doc. No.: 135 ;
Page No.: 28 ;
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Series of 2026

ATTY. JOSEPH NELSON A. HERNANDEZ
NOTARY PUBLIC, CITY OF MAKATI
APPOINTMENT NO. M-242 – UNTIL DECEMBER 31, 2025
GT Tower International, 6813 Ayala Ave., corner
H.V. Dela Costa St., Brgy. Bel-Air, Makati City
ROLL OF ATTORNEYS NO. 7
PTR No. MKT10767224
IBP No. [redacted]

First Metro Insurance and Reinsurance Brokers Inc. 29/F Metrobank Center, 35th Street corner
7th Avenue, Bonifacio Global City, Taguig City, 1634 Metro Manila

FIRST METRO INSURANCE AND REINSURANCE BROKERS INC.

SECRETARY'S CERTIFICATE

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2. At the Annual Meeting of the Stockholders of the Corporation held on June 30, 2025, at which meeting a quorum was present and acting throughout, the following were elected Members of the Board of Directors for the period 2025 – 2026 and until their successors shall have been duly elected and qualified:

- a. JOSE VICENTE L. ALDE
- b. MA. CECILIA B. DE PAZ
- c. RANDELL D. VICTORIANO
- d. JUAN PLACIDO T. MAPA III
- e. FRANCIS C. LLANERA
- f. TERESITA L. DY – Independent Director
- g. JOSEFINA T. TUPLANO – Independent Director

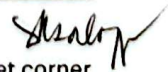
3. At the Organizational Meeting of the Board of Directors held on June 30, 2025, at which meeting a quorum was present and acting throughout, the following were elected to the positions written opposite their respective names, to serve as such for a period of one (1) year and until their successors shall have been duly elected and qualified:

NAME	POSITION/DESIGNATION
Jose Vicente L. Alde	Chairman of the Board
Ma. Cecilia B. De Paz	President
Atty. Maria Sofia A. Lopez	Corporate Secretary and Treasurer
Katrina D. Fajardo	Division Head – Operations; Compliance Officer and Data Privacy Officer

4. Likewise, at the same Organizational Meeting of the Board of Directors held on June 30, 2025, the following board committees were constituted:

2025 - 2026 BOARD COMMITTEES		
COMMITTEE	MEMBER NAME	COMMITTEE POSITION
Executive Committee	Jose Vicente L. Alde	Chairman
	Ma. Cecilia B. de Paz	Member
	Atty. Maria Sofia A. Lopez	Member

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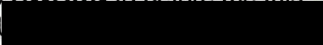
	Myrra Grace R. Angeles	Member/Committee Secretary
Audit, Corporate Governance, Risk, Compliance, and Related Party Transactions Committee	Teresita L. Dy	Chairman
	Jose Vicente L. Alde	Member
	Randell D. Victoriano	Member
	Katrina D. Fajardo	Committee Secretary
Compensation, Management Development, and Nomination Committee	Josefina T. Tuplano	Chairman
	Juan Placido T. Mapa III	Member
	Francis C. Llanera	Member
	John Paul C. Lucena	Committee Secretary

5. I am executing this certificate for whatever legal purpose it may serve.

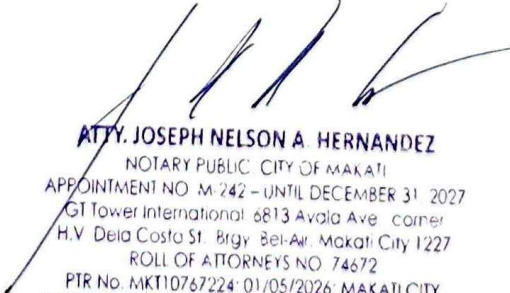
IN WITNESS WHEREOF, I have set my hand on JUN 22 2026 at MAKATI CITY


MARIA SOFIA A. LOPEZ
 Corporate Secretary

JUN 22 2026

SUBSCRIBED AND SWORN to before me this _____ at MAKATI CITY
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 APPOINTMENT NO. M-242 - UNTIL DECEMBER 31, 2027
 GT Tower International, 6813 Avala Ave. corner
 H.V. Dela Costa St. Brgy. Bel-Air, Makati City 1227
 ROLL OF ATTORNEYS NO. 74672
 PTR No. MKT10767224: 01/05/2026: MAKATI CITY
 IBP O.R. No. INV 571341: 12/24/2025: BATANGAS CITY
 MCLE COMPLIANCE NO.: VIII-0003612, 09/05/2023

First Metro Insurance and Reinsurance Brokers Inc. 29/F Metrobank Center, 35th Street corner
 7th Avenue, Bonifacio Global City, Taguig City, 1634 Metro Manila