



ORIENTAL ASSURANCE CORPORATION

CERTIFICATION OF COMPLETENESS OF MEETINGS

June 23, 2022

CERTIFICATION

This is to certify that Oriental Assurance Corporation had the following meetings for the period of January 1, 2021 to date of reply.

Kind of Meeting

Date Held

Organizational Meeting

March 02, 2021

Annual Meeting

March 02, 2021

There are no other meetings of which the undersigned is aware of except as listed above.

This certification as to the completeness of the above indicated meetings is being given upon the request of our external auditors in connection with the examination of the financial statements of Oriental Assurance Corporation as of December 31, 2021.

Very truly yours,

Atty. Melody Anne E. Calo-Villar
Corporate Secretary

**MINUTES OF THE ORGANIZATIONAL
MEETING OF THE BOARD OF DIRECTORS
ORIENTAL ASSURANCE CORPORATION**

The organizational meeting of the Board of Directors of Oriental Assurance Corporation, was held at the 2nd Floor, OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City on 02 March 2021 at 4:00 p.m., pursuant to the by-laws of the corporation.

The following directors were present:

Manolo Romulo
Domingo N. Cotoco
Kent S. Cotoco
Donn Drake Daniel T. Cotoco

Donn Dave T. Cotoco
Felino S. Cotoco
Antonio Sy

being all of the directors and a quorum.

Atty. Manolo Romulo acted as chairman of the meeting and Atty. Melody Anne E. Calo-Villar acted as secretary and recorded the minutes of the meeting.

The secretary presented a copy of the Waiver of Notice of the Organizational Meeting of the Directors. The Chairman directed that such copy be annexed to the minutes of the meeting.

I. Election of Officers

The chairman informed the board of the need to elect officers for the for the year 2021-2022.

The Board nominated the following:

Chairman	-	Atty. Manolo Romulo
President	-	Mr. Domingo N. Cotoco
EVP	-	Mr. Kent S. Cotoco
Corporate Secretary	-	Atty. Melody Anne E. Calo-Villar
Treasurer	-	Ms. Gweny Lynn Hazel UyCotoco

Upon motion duly mode, seconded and unanimously approved, it was:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the following are elected officers:

Chairman	-	Atty. Manolo Romulo
President	-	Mr. Domingo N. Cotoco
EVP	-	Mr. Kent S. Cotoco
Corporate Secretary	-	Atty. Melody Anne E. Calo-Villar
Treasurer	-	Ms. Gweny Lynn Hazel UyCotoco

for the year 2021-2022 to hold office until their successors are elected and qualified.

II. Adjournment

There being no other matters to discuss, the meeting was adjourned.




MELODY ANNE E. CALO-VILLAR
Corporate Secretary

**MINUTES OF THE ANNUAL
MEETING OF THE STOCKHOLDERS
ORIENTAL ASSURANCE CORPORATION**

The annual meeting of the stockholders of Oriental Assurance Corporation, was held at the 2nd Floor, OAC Building, 27 San Miguel Avenue, Ortigas Center, Pasig City on 02 March 2021 at 4:00 p.m., pursuant to the by-laws of the corporation.

The following stockholders were present in present or by proxy:

OAC Realty & Development Corp.
Atty. Manolo Romulo (Chairman of the Board)
Domingo N. Cotoco (President and CEO)
Kent S. Cotoco (Executive Vice-President)
Donn Dave T. Cotoco
Donn Drake Daniel T. Cotoco
Felino S. Cotoco
Donn Derick T. Cotoco
Donn Dexter T. Cotoco
Dione Valerie T. Cotoco
Sabrina S. Cotoco
Vivian S. Cotoco
Belen S. Cotoco
Van S. Cotoco
Anson S. Cotoco
Isauro N. Cotoco
Florencio T. Mallari
Antonio Sy

representing more than a majority of the outstanding capital stock and a quorum.

Atty. Manolo Romulo acted as chairman of the meeting and Atty. Melody Anne E. Calo-Villar acted as secretary and recorded the minutes of the meeting.

The secretary presented a copy of the Notice of the Annual Meeting of the Stockholders. The chairman directed that such copy be annexed to the minutes of the meeting.

Voting Method and Vote Counting Method

Voting Method:

Acting on the Motion by Mr. Domingo N. Cotoco, a stockholder of record, the election was conducted by ballot.

Stockholders were allowed to vote in person or by proxy, the numbers of shares outstanding at the time of election. In case of the latter, the proxy was submitted at least 3 days before the scheduled annual stockholders' meeting. One share shall be equivalent to one vote.

Stockholders were allowed to vote such number of shares as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle as many candidates as he shall be fit.

Delinquent stocks were not allowed to vote.

Further, the Chairman informed the stockholders to elect a non-executive director for the purpose of ensuring transparency and implement a system of check and balance.

Voting Counting Method

Candidates who received the highest number of votes were declared elected.

Corporates Acts Disapproved by the Stockholders

The Chairman asked if there were other issues that need to be raised by any stockholder. In addition, he likewise asked if there are particular corporate acts that need to be discussed and disapproved by the stockholders. There being none, the Chairman directed to proceed with the election of directors.

Election of Board Directors for the year 2021-2022

The chairman informed the stockholders of the need to elect a new set of Board of Directors for the year 2021-2022.

The stockholders nominated the following:

Manolo Romulo
Domingo N. Cotoco
Kent S. Cotoco
Donn Drake Daniel T. Cotoco
Donn Dave T. Cotoco
Felino S. Cotoco
Antonio Sy

Upon motion duly made, seconded and unanimously approved, it was:

“RESOLVED, That stockholders will elect a non-executive director for the purpose of ensuring transparency and implement a system of check and balance.

“RESOLVED FURTHER, that the following are elected as Board of Directors:

Manolo Romulo
Domingo N. Cotoco
Kent S. Cotoco
Donn Drake Daniel T. Cotoco
Donn Dave T. Cotoco
Felino S. Cotoco
Antonio Sy

For the year 2021-2022 and to hold office for one (1) year until their successor are elected and qualified.”

II. Adjournment

There being no other matters to discuss, the meeting was adjourned.




MELODY ANNE E. CALO-VILLAR
Corporate Secretary