

**MINUTES OF THE ANNUAL MEETING OF THE  
STOCKHOLDERS OF  
AVEGA MANAGED CARE, INC.**

Held on 1 June 2021, at 2:00 p. m., at the 14th Floor Philippine AXA Building, Sen. Gil  
Puyat Avenue corner Tindalo St., Brgy. San Antonio, Makati City.

Stockholders Present: (by remote communication)	No. of Shares
MARIO M. SILOS	28,603
JEREMY G. MATTI	3,884
AUDREY MELDY B. GALLARDO	3,884
NORMAN NOEL P. AMORA	1,036
GERRY A. VARGAS	1,036
MARK WILTON B. GAMIR	1,036
FULLERTON HEALTH PHILIPPINES HOLDINGS CORPORATION	59,994
MICHAEL TAN KIM SONG	1
EDWIN BASUKI	1
TEO YONG SOON	1
RICHARD LEE TECK HOCK	1
SURESH MARIMUTHU	1
HO KUEN LOON	1
ALEXANDER A. PATRICIO	1
JOHN ALOYSIUS S. BERNAS	1
Stockholders present or represented:	<u>99,481</u>
Total number of issued and outstanding shares:	<u>100,000</u>

ALSO PRESENT:

MAGILYN T. LOJA  
VIVIAN S. TAN-DELA CRUZ  
RAYMOND WONG  
MARIA LEONORA COTTURE  
DANIEL CHAN  
RICHMOND MENDIOLA  
MICHAEL A. BALBANERO  
JEFF E. DATINGALING

**1. INVOCATION**

Upon request of the Chairman, Mr. Richmond Mendiola, led the assembly in an invocation.

**2. CALL TO ORDER**

The Chairman, Mr. Mario M. Silos, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Vivian S. Tan-dela Cruz, recorded the minutes thereof.

**3. CERTIFICATION OF QUORUM**

Atty. Tan-dela Cruz certified that a quorum was present for the transaction of business, there being present stockholders representing 99% the outstanding capital stock of the Corporation.

**4. APPROVAL OF PREVIOUS MINUTES**

The Chairman then stated that the first item on the agenda is the reading and approval of the (a) Annual Meeting of the Stockholders held on 25 June 2020; (b) Special Joint Meeting of the Board of Directors and Stockholders held on 3 January 2021; and (c) Special Joint Meeting of the Board of Directors and Stockholders held on 3 March 2021.

Considering that the minutes were previously transmitted to all stockholders for their review, upon motion duly made and seconded, the reading of the minutes was dispensed with and the same were unanimously approved.

**5. MATTERS ARISING FROM PREVIOUS MEETING**

The Chairman then inquired whether there are matters arising from previous meeting. There being none, the Chairman proceeded to the next item on the agenda.

**6. RATIFICATION OF ALL ACTS OF THE BOARD AND THE OFFICERS FOR YEAR 2020**

The Chairman thereafter stated that the next item in the agenda is the ratification of acts of the Board of Directors and Officers of the Corporation for year 2020. In this connection, the Corporate Secretary advised that a list of all resolutions approved by the Board of Directors and stockholders covering the period 25 June 2020 to 26 May 2021 were sent to all stockholders, together with the Notice of the Meeting.

Upon motion made and duly seconded, the following resolution was unanimously approved and adopted:

“RESOLVED, that all contracts, acts, proceedings, elections and appointments heretofore made or taken by the Board of Directors, the Board Committees and Officers of Avega Managed Care, Inc. (the “Corporation”) for the year 2020 to date, be and the same are, hereby approved, ratified and confirmed.”

#### **7. CONDUCT OF MEETINGS VIA REMOTE COMMUNICATION**

The Chairman also stated that there is a need to formally ratify and allow the conduct of Board of Directors and stockholders’ meetings via remote communication. Upon motion duly made and seconded, the following resolution was approved and adopted:

“RESOLVED, that the stockholders of Avega Managed Care, Inc. hereby ratify and approve the conduct of regular and special meetings of the Board of Directors and stockholders of the Corporation via teleconference or remote communication, pursuant to Section 49 of Republic Act No. 11232, also known as the Revised Corporation Code of the Philippines, and Securities and Exchange Commission Memorandum Circular No. 6, Series of 2020.”

#### **8. APPROVAL OF 2020 AUDITED FINANCIAL STATEMENTS**

The Corporation’s 2020 Audited Financial Statements were presented to the stockholders. After a discussion and upon motion duly made and seconded, the following resolutions were approved and adopted:

“RESOLVED, that the stockholders of Avega Managed Care, Inc. (the “Corporation”) hereby approve the Corporation’s Audited Financial Statements for year ending 31 December 2020, as certified by the external auditor, Navarro Amper & Co. (Deloitte Philippines);

“RESOLVED, FURTHER, that the Corporation’s President, Mr. Mark Wilton B. Gamir, and Treasurer, Ms. Audrey Meldy B. Gallardo, are hereby authorized to make the necessary arrangements in order to effect the release of the Corporation’s Audited Financial Statements, including the authority to sign, execute and/or deliver the same and any and all documents in the name of the Corporation in connection therewith;

“RESOLVED, FINALLY, that a signed true copy of these resolutions be submitted to the external auditor and shall serve as the written authority of the aforementioned Officers in effecting the approval and release of the Corporation’s Audited Financial Statements ending 31 December 2020, which resolutions shall remain valid until the same are otherwise revoked.”

## **9. ELECTION OF DIRECTORS**

The meeting proceeded to the election of directors. Mr. Richard Lee Teck Hock nominated (a) Michael Tan Kim Song, Edwin Basuki, Richard Lee Teck Hock and Ho Kuen Loon as Directors; and (b) Suresh Marimuthu as Independent Director. Ms. Audrey Meldy B. Gallardo nominated (a) Mario M. Silos, Mark Wilton B. Gamir and Audrey Meldy B. Gallardo as Directors; and (b) Alexander A. Patricio and John Aloysius Bernas as Independent Directors. Considering that there were no other nominations, the Corporate Secretary, upon instruction of the Chairman and the stockholders, casted all votes in favor of the nominees. Thus, the following stockholders were elected as Directors for the current year and until their successors shall have been duly elected and qualified:

MARIO M. SILOS  
MARK WILTON B. GAMIR  
AUDREY MELDY B. GALLARDO  
MICHAEL TAN KIM SONG  
EDWIN BASUKI  
RICHARD LEE TECK HOCK  
HO KUEN LOON  
SURESH MARIMUTHU – *Independent Director*  
ALEXANDER A. PATRICIO – *Independent Director*  
JOHN ALOYSIUS S. BERNAS – *Independent Director*

## **10. APPOINTMENT OF EXTERNAL COUNSEL**

The stockholders then discussed the proposal for the appointment of the Corporation's external counsel. Upon motion duly made and seconded, the following resolution was unanimously approved and adopted:

“RESOLVED, that the stockholders of Avega Managed Care, Inc. (the “Corporation”) appoint, as they hereby, appoint Esguerra & Blanco Law Offices as the Corporation's external counsel for calendar year 2021.”

## **11. APPOINTMENT OF AUDITORS**

The body then discussed the proposal for the appointment of the Corporation's external auditors. As there is still a need to discuss this matter further, upon motion duly made and seconded, the following resolution was unanimously approved and adopted:

“RESOLVED, that the stockholders of Avega Managed Care, Inc. (the “Corporation”) hereby delegate to the Board of Directors the authority to appoint and authorize the engagement the Corporation's external auditors.”

**12. ADJOURNMENT**

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

  
**VIVIAN S. TAN-DELA CRUZ**  
Corporate Secretary

ATTEST:

**MARIO M. SILOS**  
Chairman

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