

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

Held on 8 May 2024, at 2:00 p.m.  
At the 7<sup>th</sup> Floor, Board Room, Feliza Bldg., V.A. Rufino St.,  
Legaspi Village, Makati City and via remote communication

Stockholders Present:	No. of Shares
MARIO M. SILOS	57,207
JEREMY G. MATTI	7,769
AUDREY MELDY B. GALLARDO	7,769
NORMAN NOEL P. AMORA	2,072
GERRY A. VARGAS	2,072
MARK WILTON B. GAMIR	2,072
ROMMEL BRECCIO J. ANCHETA	1,036
RENE M. SILOS	1
FULLERTON HEALTH PHILIPPINES HOLDINGS CORPORATION	119,994
MARGARETA LAMINTO	1
YAN LAM	1
LIM LI LI WENDY	1
KENNETH WING-CHEUNG CHEUNG	1
HO KUEN LOON	1
SURESH MARIMUTHU	1
ALEXANDER A. PATRICIO	1
JOHN ALOYSIUS S. BERNAS	<u>1</u>
Stockholders present or represented	<u>200,000</u>
Total number of issued and outstanding shares	<u>200,000</u>

Also Present:

MAGILYN T. LOJA  
ANNIEFAIR A. AUSAN-USON  
MICHAEL A. BALBANERO  
JEFF E. DATINGALING

**1. CALL TO ORDER**

The Chairman, Mario Angelo M. Silos, presided and called the meeting to order while the Corporate Secretary, Atty. Magilyn T. Loja, recorded the minutes thereof.

## **2. INVOCATION**

Upon request of the Chairman, an invocation was delivered before the assembly.

## **3. PROOF OF NOTICE AND QUORUM**

In compliance with SEC Memorandum Circular No. 6, Series of 2020, the Corporate Secretary conducted a roll call of the stockholders and those present provided their full names, location and devices being used. The stockholders likewise confirmed that they clearly hear and see the other attendees, and that they have received the notices and materials for this meeting.

The Corporate Secretary certified that a quorum was present for the transaction of business, there being present stockholders representing 100% of 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 Minutes of the Annual Meeting of the Stockholders held on 9 May 2023.

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. PRESIDENT'S REPORT**

The President, Norman Noel P. Amora, then gave a report on the performance of the Corporation during the year ended 2023. The Chairman then opened the floor for additional questions or clarifications, if any. There being no further questions, the Chairman proceeded to the next item on the agenda.

## **6. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS**

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 the year 2023 to date. 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 2023 to date, be and the same are, hereby approved, ratified and confirmed.”

## 7. ELECTION OF DIRECTORS

The meeting proceeded to the election of directors. The following stockholders were nominated as Directors of the Corporation. The nomination of these stockholders was submitted to the Nomination, Remuneration, and Corporate Governance Committee. Considering that there were no other nominations, the Corporate Secretary, upon instruction of the Chairman and the stockholders, cast 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  
NORMAN P. AMORA  
AUDREY MELDY B. GALLARDO  
HO KUEN LOON  
MARGARETA LAMINTO  
YAN LAM  
LIM LI WENDY  
KENNETH WING CHEUNG  
SURESH MARIMUTHU – *Independent Director*  
JOHN ALOYSIUS S. BERNAS – *Independent Director*  
ALEXANDER A. PATRICIO – *Independent Director*

## 8. APPROVAL OF THE 2023 AUDITED FINANCIAL STATEMENTS

The Chairman then stated that the next item on the agenda is the approval of the Audited Financial Statements for the year 2023. Upon motion duly made and seconded, the following resolutions were approved and adopted:

“RESOLVED, that the stockholders of AVEGA MANAGED CARE, INC. (the “Corporation”) approved, as they hereby approve, the Corporation’s Audited Financial Statements for the year ending 31 December 2023, as certified by the external auditor, Navarro Amper & Co. (Deloitte):

“RESOLVED, FURTHER, that any of the following:

NAME	TITLE
Jeremy G. Matti	President
Audrey Meldy B. Gallardo	Treasurer

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 copy of these resolutions be submitted to the External Auditor and shall serve as the written authority of the aforementioned Officers in effecting the release of the Corporation's Audited Financial Statements ending 31 December 2023, which resolutions shall remain valid until the same are otherwise revoked."

**9. APPOINTMENT OF AUDITORS**

The body then discussed the proposal for the appointment of the Corporation's external auditors. 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 appoints Navarro Amper & Co. (Deloitte) as the Corporation's external auditors for the calendar year 2024."

**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 2024."

**11. ADJOURNMENT**

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

  
MAGILYN T. LOJA  
Corporate Secretary

Attested by:

**MARIO ANGELO M. SILOS**  
Chairman