

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
HOWDEN INSURANCE & REINSURANCE
BROKERS (PHIL.) INC.
HELD ON 17 DECEMBER 2025**

CALL TO ORDER

Mr. RAUL B. TAN, Acting Chairman, called the meeting to order and thereafter presided.

The Minutes of the proceedings were recorded by Ms. MA. CARMEN AGCAOILI- OREÑA, Corporate Secretary.

CERTIFICATION OF QUORUM AND NOTICES

All the issued and outstanding capital stock of the Company being present or represented at the Meeting, the Secretary certified the existence of a quorum.

The Secretary likewise certified that notices were sent to all stockholders in accordance with the provisions in the By-Laws.

READING OF MINUTES OF THE PREVIOUS MEETING

The Chairman called on the stockholders to read the Minutes of the Annual Stockholders Meeting held in 2024, copies of which were furnished all the stockholders present. On motion duly made and seconded, the Minutes were unanimously adopted and approved.

RATIFICATION OF ALL ACTS OF THE BOARD

The stockholders, on motion duly made and seconded, approved and confirmed by unanimous vote all acts of the Board of Directors and Officers of the Corporation for the year 2025.

ELECTION OF DIRECTORS

The next item of business was the election of the members of the Board of Directors for the ensuing year. The Chairman called for nominations and the following were duly nominated:

RAUL B. TAN
PHILIP LLOYD T. SAMSON
HECTOR R.R. VILLANUEVA
AUGUSTO L. TOLEDO II
ROHAN BHAPPU

There being no further nominations, the Chairman, upon motion duly made and seconded, declared the nominations closed. The Secretary was directed by the Chairman to cast a unanimous vote in favor of all the nominees, attributing to each an equal number of votes, who were thereupon declared duly elected directors of the Corporation for the ensuing year and until their successors shall have been duly elected and qualified.

APPOINTMENT OF EXTERNAL AUDITOR

The stockholders, on motion duly made and seconded, voted unanimously to appoint Sycip Gorres Velayo & Co. as its external auditor for the ensuing year.

Accordingly, the stockholders unanimously adopted and approved the following resolution:

RESOLVED, that SYCIP GORRES VELAYO & CO. be, as it is hereby, retained as the Corporation's external auditor for the ensuing year.

OTHER MATTERS

Finally, the Chairman advised the stockholders on the following other matters:

a) The Securities and Exchange Commission approved on 15 April 2025 the Corporation's application to amend its Articles of Incorporation to include in its Primary Purpose the power to act as a broker in the HMO and financial insurance lines.

The Insurance Commission has accordingly issued the Corporation's HMO Broker's License on 21 May 2025 with Ms. Ma. Jocelyn Buencamino as its Soliciting Official.

b) The Corporation's upgrade to ISO 27001:2022 version was certified by TUV Rheinland on 27 October 2025 after having passed the latter's audit without any findings of non-conformity.

ADJOURNMENT

There being no further business to transact, the meeting was adjourned.

CERTIFIED CORRECT:



MA. CARMEN AGCAOILI- OREÑA
Corporate Secretary

ATTESTED TO BY:

A handwritten signature in black ink, appearing to read 'Raul B. Tan', with a long horizontal flourish extending to the right.

RAUL B. TAN
President and CEO