



THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

(Formerly: The Premier Insurance & Surety Corporation)

3rd Floor, Rm. 301 Travellers Life Bldg.,
490 T.M. Kalaw St., Ermita, Manila
Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

NOTICE TO ALL STOCKHOLDERS

Please take notice that the annual meeting of the stockholders of The Premier Life and General Assurance Corporation will be held on 09 May 2025, Friday, 10:00 A.M., at 3rd floor Room 301 Travellers Life Building 490 T.M. Kalaw St., Ermita, Manila. The organizational Board of Directors Meeting will be held immediately after the ASM.

AGENDA:

Part I: PRELIMINARIES

1. Call to Order

Mr. Samuel U. Lee, Chairman of the Board, will welcome the stockholders and guests present in the meeting, and will formally open the 2025 Annual Stockholder's Meeting of The Premier Life and General Assurance Corporation.

2. Proof of Notice and Certification of Quorum

Premier's Corporate Secretary, Atty. Florence B. Carandang, will certify that the Notice of ASM was sent to all stockholders as of 10 April 2025, or at least 28 days before the meeting, via email, personal service, and/or courier. Atty. Carandang will also confirm the number of shares present by proxy or remote communication, and whether a quorum exists for the valid transaction of the ASM.

3. Message of the President and approval of the Financial Statements

The President & COO, Ms. Maybelle L. Lim, will give her President's Report and will present the 2024 Audited Financial Statements for its approval.

4. Ratification and Confirmation of All Acts of the Board of Directors and Officers for the year 2024

The Corporate Secretary, Atty. Carandang will recall the acts taken by the Board for the year 2024, for ratification and confirmation, as follows:

Resolution No. 1: That the corporation hereby designates its President and COO Maybelle L. Lim, to release the assigned deposit to Cesar V. Campos of Poly Health Practice Corporation with Metrobank, Salcedo Village Branch in the amount of ***TWO MILLION PESOS (Php2,000,000.00) under the Account No. 0837083522328;***

Resolution No. 2: That Mr. Leonardo R. Rincoraya Jr., Company Messenger be authorized to submit the Audited Financial Statement for the year 2023 before the Bureau of Internal Revenue

Resolution No. 3: That the Corporation has one hundred forty-one (141) individuals duly authorized agents for the issuance of criminal bonds with the Court, for the first semester of 2023;

Resolution No. 4: That Mr. Alvin A. Laxamana, Marielle Anne S. Pinero, and Orlando D. Gonzales, be authorized and designate as authorized representative to transact accreditation for criminal, civil, and special proceedings bonds before the Supreme Court;

Resolution No. 5: That Mr. Ruben P. Añonuevo, Ms. Josephine H. De Guzman, and Mr. Alvin A. Laxamana be the official authorized signatories of the company in all criminal bonds;

Resolution No. 6: That the corporation hereby designates its President and COO Maybelle L. Lim, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP9,100,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 7: That Mr. Ruben P. Anonuevo, be authorized to represent the company in the case entitled Eastern Assurance & Surety Corp. vs The Premier Insurance & Surtey Corp., docketed as CA-G.R. CV No. 117295 pending before the Court of Appeals; appointed as witness and authorized for appeal before the Supreme Court and to sign the Verification & Certification of Non-Forum Shopping for its Petition;

Resolution No. 8: That the company authorized the appointment of the following agents in all transactions for judicial civil bonds and special proceedings with the Court for the first semester of the year 2024, to wit:

AGUINALDO, NICOLAS JR. C.
CALIBAT, DIOMENIS JR. F
DE LEON, DIANA O.
PAGULAYAN, RAYMOND CHRISTIAN G
PIÑERO, MARRIELLE ANNE S.
PONTAWE, DAMIEN D.
SANCHEZ, KAREN C.
BULAWAN, DINDO D
PADRONES, REXL JOY I.
TANCONTIAN, ANA LUZ M.
REQUINA, MARIVIC A.

Resolution No. 9: That Mr. Alvin A. Laxamana, Ms. Marielle Anne S. Pinero, Mr. Orlando D. Gonzales, and Damien D. Pontawe, be authorized to represent the Company in its transactions before the Supreme Court of the Philippines in

connection with the company's accreditation for criminal, civil and special proceeding bonds;

Resolution No. 10: That Mr. Ruben P. Añonuevo, Ms. Josephine H. De Guzman, Mr. Raquel G. Padrones Jr., Mr. Manuel R. Castro, and Mr. Elvin R. Igmasin, be the official authorized signatories of the company in the civil bonds and related documents;

Resolution No. 11: That the corporation hereby designates its President and COO Maybelle L. Lim, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP19,500,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 12: That Mr. Ruben P. Añonuevo, and Ms. Josephine H. De Guzman, be the official authorized signatories of the company in its application for accreditation as Surety before the National Labor Relations Commission (NLRC), for bonds and related documents;

Resolution No. 13: That Mr. Nicolas C. Aguinaldo Jr., Mr. Diomenis F. Calibat Jr., Ms. Marrielle Anne S. Pinero, Mr. Damien D. Pontawe, and Ms. Karen C. Sanchez, be appointed as authorized agents of the Corporation in all transactions for judicial bonds before the National Labor Relations Commission and hereby acknowledging joint and solidary liability for all their acts for and in behalf of the Corporation

Resolution No. 14: That Mr. Ruben P. Añonuevo, be the official authorized signatory of the company before the Bureau of Customs (BOC) in Ninoy Aquino International Airport (NAIA) for all customs bond and related documents;

Resolution No. 15: That Atty. Crisanto C. Soriano of DY SORIANO GATCHALIAN Law Offices, be authorized to deposit the payment-shares of The Premier Insurance & Surety Corp. in the case entitled, "In Re: Petition for Voluntary Liquidation of Rainier Pacific Corporation docketed as RTC SEC Case No.111-20125-C amounting to Php925.00 to its Eastwest bank account with account number 2000-2685-7097;

Resolution No. 16: That the corporation hereby designates its Senior Executive Vice President Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long term government securities, Government Securities in the amount of PHP 16,100,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 17: That the corporation hereby designates its Branch Manager for General Santos City Branch, ELVIN R. IGMASIN, to represent the company for the processing of its business permit, to sign the request and any other pertinent documents in relation thereto, and to appoint any representative on his behalf;

Resolution No. 18: That the corporation hereby designates its Chairman and CEO, Mr. Samuel U. Lee, to execute and sign the Side Contract with 21TH CONSTRUCTION DEVELOPMENT CORPORATION and that the company authorized 21TH CONSTRUCTION DEVELOPMENT CORPORATION relevant to the issuance of Bond nos.G(13)116008, G(16)115956, and G(16)115958 in favor of TBEA SUBIC, INC.;

Resolution No. 19: That the corporation hereby designates its SEVP Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long term government securities, Government Securities in the amount of PHP49,700,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code.

Resolution No. 20: That the corporation hereby designates its AVP Underwriting, Mr. Ruben P. Anonuevo, to represent the company for the filing of the Petition For Extraordinary Remedy under Rule XII of 2011 NLRC Rules of Procedure (With Urgent Application for the Issuance of a Temporary Restraining Order &/or a Writ of Permanent Injunction) before the National Labor Relations Commission in relation to the case entitled Michael Amacanin Agua, Lance Kervin Yabut Busque, Veronico Amacanin Agua, Jr., Rigor Destura Bernardino, Ronald Talagtag Arcilla, and Roger Bibat Villanea vs. NRI Telecom Construction Networks and Noel Ignacio, docketed as NLRC NCR Case No. 05-00887-22; and to sign the Verification & Certification for the said Petition.

The corporation also authorized its Corporate Secretary, Atty. Florence B. Carandang to act as counsel and represent the company in the said case;

Resolution No. 21: That the corporation hereby designates its SEVP Mr. Phillip Gabriel C. Lee and Vice President for Digital and Brand Experience Ms. Pebbles B. Sanchez-Ogang, to apply for and secure the services of Xendit Philippines, Inc. and to enter into such agreement embodying the Company's availment of said services;

Resolution No. 22: That the corporation designates its Chairman and CEO, Mr. Samuel U. Lee, to execute the Side Contract with Mr. Michael Chen and the company authorized ENERGY OASIS GENERATION CORP. relevant to the issuance of Bond no. G(16)116000 in favor of China Energy Engineering Group Guangdong Electronic Power Design Institute Co. Ltd.

Resolution No. 23: That the corporation designates its Chairman & CEO, SAMUEL U. LEE, to sign as CO-MAKER in securing the loan of TOP TRADERS IMPORT EXPORT CORP., including any RENEWALS of the said loan/loans from GUAGUA RURAL BANK, INC. amounting to THREE HUNDRED MILLION PESOS (Php300,000,000.00).

The Corporation also designates its Chairman & CEO, SAMUEL U. LEE, to execute the Deed of Assignment of Deposit in favor of the said bank, assigning thereof THREE HUNDRED MILLION PESOS (Php300,000,000.00)

Resolution No. 24: That the corporation designates its Chairman & CEO, Samuel U. Lee, SEVP, Phillip Gabriel C. Lee, and VP Finance/Treasury, Florinda R. Callo, as the official authorized signatories of the company to open and maintain an account at Guagua Rural Bank (GR Bank), Plaza Burgos, Guagua, Pampanga, or any other business center of the Bank, and all checks, drafts, bills of exchange, acceptances, orders or other instruments for the withdrawal of funds from said account's be drawn, signed accepted or made by any two of the authorized signatories in behalf of the Corporation;

Resolution No. 25: That the list of the names and designations of the authorized signatories of Premier for the designated forms, were approved and resolved by the Board;

Resolution No. 26: That the corporation hereby designates its Senior Executive Vice President PHILLIP GABRIEL C. LEE, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP23,000,000.00 as required by the Insurance Commission and to re-invest the same upon maturity following Section 203/191/281 of the Insurance Code;

Resolution No. 27: That the corporation designates Mr. Damien D. Pontawe and/or Mr. Bernardo D. Minaves, to represent the company to process, file, sign, and transfer its purchased property located at Barrio of Castillo, Mun. of Padre Garcia, Prov. of Batangas, covered by TCT No. 0532017003853, with an area of twenty thousand (20,000) square meters, more or less, registered in the name of PADC LIVESTOCK FARM CORPORATION, before the Registry of Deeds, Bureau of Internal Revenue, and Local Government Unit;

Resolution No. 28: That the corporation designates Mr. Damien D. Pontawe and/or Mr. Bernardo D. Minaves, to represent the company to process, file, sign, and transfer its purchased property located at Barrio of Castillo, Mun. of Padre Garcia, Prov. of Batangas, covered by TCT No. T-164402, with an area of twenty-eight thousand two hundred four (28,204) square meters, more or less, registered in the name of PRIMERA AGRO DEVELOPMENT CORPORATION, before the Registry of Deeds, Bureau of Internal Revenue, and Local Government Unit;

Resolution No. 29: That the corporation hereby designates its Senior Executive Vice President PHILLIP GABRIEL C. LEE, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP31,500,000.00 as required by the Insurance Commission and to re-invest the same upon maturity following Section 203/191/281 of the Insurance Code;

Resolution No. 30: That the corporation has approved the merger of Apex Life and General Assurance Corporation (APEX) with The Premier Life and General Assurance Corporation as the surviving corporation;

Resolution No. 31: That the corporation hereby designates its SEVP Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP60,000,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 32: That the following candidates for directorship were re-elected in the August 8, 2024 ASM;

- Mr. Samuel U. Lee
- Ms. Maybelle L. Lim
- Mr. Phillip Gabriel C. Lee
- Ms. Florinda R. Callo
- Ms. Sandra L. Ang
- Mr. Edgardo P. David
- Ms. Normita C. Tee
- Mr. Marianito G. Faral
- Ms. Evangeline P. De Leon
- Mr. Marciano F. Boongaling
- Ms. Adelina S.E. Molina

Resolution No. 33. That the corporation hereby designates its CEO Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP18,000,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 34: That Mr. Ruben P. Anonuevo, AVP Bonds/RI, be authorized to release the assigned deposit of Ms. Evelyn Pechay of ECLARO BUSINESS SOLUTION INC., with China Bank Savings, Commonwealth Avenue Branch in the amount of Twenty-Four Million Six Hundred Fifty-Three Thousand Six Hundred Forty-Six & 19/100 (Php24,653,646.19) under the Certificate of time Deposit No. 057180, by virtue of the Order dated 13 September 2024, issued by Labor Arbiter Omar Cris F. Casimiro in connection with TPISC Bond No. JCL(15)511296.

Resolution No. 35: That the corporation designates its VP-Finance Florinda R. Callo, VP-Operations Carlos N. Bautista, Jr., and Sr. Comptroller, Eugenio R. Hermosa, Jr. as the official authorized signatories of the company depository account no. 111721000601 and 111721000571 with Producers Savings Bank, Ecoland Davao Branch

That the corporation also designates the company's VP Legal/ Corporate Secretary, Atty. FLORENCE B. CARANDANG, to directly transact with Producers Savings Bank Corporation in connection with the on-going audit of PREMIER's Davao Branch;

Resolution No. 36: That the corporation designates its VP-Finance Florinda R. Callo, VP-Operations Carlos N. Bautista, Jr., and Sr. Comptroller, Eugenio R. Hermosa, Jr. as the official authorized signatories of the company depository account no. 125451002004 and any other existing bank accounts of the company, with Producers Savings Bank, Isulan, Sultan Kudarat Branch;

That the corporation also designates the company's VP Legal/ Corporate Secretary, Atty. FLORENCE B. CARANDANG, to directly transact with Producers Savings Bank Corporation in connection with the on-going audit of PREMIER's Davao Branch;

Resolution No. 37: That the corporation designates its VP-Operations Carlos N. Bautista, Jr., as the authorized representative of the company to process, sign and file its application for accreditation with SM Prime Holdings, Inc.;

Resolution No. 38: That the corporation designates Mr. Bernardo D. Minaves, Alan V. Dionisio, and Beverly B. De Torres, to represent the company to process, file, sign, and transfer its purchased property located at Barrio of Castillo, Mun. of Padre Garcia, Prov. of Batangas, covered by TCT Nos. T-164402, with an area of twenty-eight thousand two hundred four (28,204) square meters, more or less, registered in the name of PRIMERA AGRO DEVELOPMENT CORPORATION, and TCT No. 0532017003853 with an area of twenty thousand (20,000) square meters, more or less, registered in the name of PADC LIVESTOCK FARM CORPORATION, all before the Registry of Deeds, Bureau of Internal Revenue, and Local Government Unit;

Resolution No. 39: That the corporation hereby designates its CEO Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP69,200,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Resolution No. 40: That the company's CEO, Mr. Phillip Gabriel C. Lee, be authorized to apply for the subdivision plan and consolidation of the following Four(4) parcels of land identified as Lot 2214-NEW-A, PSD-042122, Lot 3520-C, PSD-04-173991, Lot 2214-NEW-B-, PSD-042122, and Lot 3519, all situated in Barangay Luciano and Aguado, City of Trece Martires, Cavite, with an aggregate area of 113,376 square meters, duly covered by Transfer Certificate of Title Nos. TCT-077-202003943, TCT-2020003486, and TCT-077-2020003487, all registered in the name of the company, and T-67905 Metropolitan Bank and Trust Co., by the Registry of Deeds for Cavite;

That the corporation also authorizes Engr. ESTRELLITA C. BORDALLO to process, transact, and coordinate with any and all government agencies concerned in relation to the approval of the subdivision/consolidation plan involving the aforesaid Four [4] parcels of land, as well as to sign and receive documents in relation to the said application;

Resolution No. 41: That the corporation hereby designates its CEO Phillip Gabriel C. Lee, as the duly authorized signatory of the corporation to invest in long-term government securities, Government Securities in the amount of PHP2,200,000.00 as required by the Insurance Commission and to re-invest the same upon maturity in accordance with Section 203/191/281 of the Insurance Code;

Part II: Matters Carried Over from the Previous ASM:

Considering that PREMIER is still under CDO as of the issuance of this Notice, all matters for amendment approved during the 2024 ASM will be carried over for re-confirmation this 2025 ASM since all approved matters were held in abeyance since PREMIER was under conservatorship. Thus,

5. Amendment of the By-Laws–

ARTICLE II *THE BOARD OF DIRECTORS*

To provide a clearer understanding of the qualifications and election process concerning its Board of Directors, Premier will be dividing Section 1, Article II into two distinct sections.

- a. Amendment of Sec 1 (Qualifications and Elections) to Sec 1(Qualifications and Terms)
- b. Inclusion of Sec 1.1 (Elections)

ARTICLE II *THE BOARD OF DIRECTORS*

Premier will adopt the recommendations of IC on the establishment of board committees, under Principle 3 of the Code of Corporate Governance for Insurance Commission Regulated Companies as follows:

- a. Sec 5 c (Audit Committee) will be renumbered to Sec 5 b;
- b. Sec 5 b (Nomination Committee) and Sec 5 d (Remuneration and Compensation Committee) will be absorbed by and renamed to Corporate Governance (CG) Committee under Section 5 c;
- c. Sec 5 e (Finance and Risk Management Committee) to be replaced by the Board Risk Oversight Committee (BROC) under Sec 5 d;
- d. Sec 5 e (Establishment of Related Party Transactions (RPT) Committee)

ARTICLE III OFFICERS

To further strengthen the organization, and make it more effective and dynamic, the Board agrees to create the additional executive positions to take charge of the over-all business operations, financial actions and financial risks of the corporation.

- a. Sec 1 General - Inclusion of Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operations Officer (COO) Chief Compliance Officer (CCO), Chief Risk Officer (CRO)
- b. Sec. 2 President will be renumbered to Sec 3 and will be amended based on its functions
- c. Sec 7 Chairman of the Board will be renumbered to Sec 2
- d. Sec 4 Inclusion Chief Executive Officer
- e. Sec 5 Inclusion of Chief Financial Officer
- f. Sec 6 Inclusion of Chief Operating Officer
- g. Sec 7 Inclusion of Chief Compliance Officer
- h. Sec 12 Inclusion of Chief Risk Officer
- i. Sec 3 Vice Presidents will be renumbered to Section 9
- j. Sec 5 Treasurer will be renumbered to Section 10
- k. Sec 6 Secretary will be renumbered to Section 11
- l. Sec 8 Compensation will be renumbered to 12
- m. Sec 9 Vacancies and Delegation of Officers will be renumbered to Sec 13

ARTICLE VII STOCKHOLDERS MEETING

Premier will allow stockholders to vote remotely for the election for stockholders, as stated in Section 3 (Election of Directors or Trustees) of the Revised Corporation Code, stating that a stockholder or member who participates through remote communication or in absentia, shall be deemed present for purposes of quorum, provided that it is authorized in the bylaws or by a majority of the board of directors. Therefore, it is proposed to amend the relevant provision of the by-laws.

- a. Section 2 (Proxy) will be replaced with "Manner of Voting", to expound the voting procedures/manners for the stockholders.

6. Formulation of Board Committee Charters:

The Board will develop the charters for the proposed committees, which will be created upon SEC approval of the amended by-laws. Once finalized, the charters will be available on the company's website.

- a. Board Risk Oversight Committee (BROC)
- b. Corporate Governance (CG) Committee
- c. Related Party Transactions (RPT) Committee

7. Establishment of Finance Committee and its Charter;

In compliance with the recommended board-level committees for the Insurance Commission Regulated Companies, Premier will dissolve its existing Finance and Risk

Management Committee, in lieu of the Board Risk Oversight Committee (BROC). An independent Finance Committee will be established to manage the financial transactions of the company.

8. Amendment in the Articles of Incorporation –

The stockholders should immediately make a capital infusion in order to cover the remaining deficiency of PREMIER as an instant solution for the lifting of the issued Cease and Desist Order (CDO) by the Insurance Commission (IC) last June 3, 2024, which will be recorded for the meantime as contributed surplus since PREMIER's 2billion authorized capital stock is already fully subscribed. Thus,

SEVENTH: That the authorized capital stock of said corporation is THREE BILLION (Php3,000,000,000.00), Philippine Currency, and said capital stock is divided into THIRTY MILLION (30,000,000) SHARES with par value of ONE HUNDRED PESOS (Php100.00) each.

9. Deliberation on the appointment of a new Premier's External Auditor

Considering the delay in the release of the audited financial reports critically needed for the lifting of PREMIER's CDO and conservatorship status, caused by I.T. Sabado and Associates, the latter will be replaced, and the Board as of the release of this Notice is still deliberating on possible IC accredited auditing firms for the approval of the stockholders. As of date, DIAZ MURILLO DALUPAN & COMPANY, is still for confirmation as a possible candidate as PREMIER's external auditor. It will be subject to the deliberation and approval of all the stockholders and board members.

Part III: Election and Closing:

Kindly refer to the Profile of Candidates for Directorship (Annex A)

- The procedure for the election of directors shall be done in accordance with the corporation's By-Laws, to wit:

The general management of the corporation shall be vested in a board of nine (9) Directors, inclusive of two (2) Independent Directors, who shall be stockholders and who shall be elected annually by the stockholders, and who shall serve until the election and qualification of their successors.
Provided, however, that the Board of Directors may, by majority vote of the members present, authorize President, to enter into a Management Contract with other persons, firms, or corporations under such terms and conditions to be approved by the board. Any vacancy in the Board of Directors, shall be filled by a vote of the stockholders owning the majority of the subscribed capital stock at a meeting specially called for the purpose, and the director or directors so chosen shall serve for the unexpired term.

Profile of the nominees are attached as Annex "A"

SAMUEL U. LEE
MAYBELLE L. LIM
SANDRA L. ANG
PHILLIP GABRIEL C. LEE
EDGARDO P. DAVID
FLORINDA R. CALLO
NORMITA C. TEE

ATTY. MARCIANO F. BOONGALING* (Independent)
ATTY. ADELINA S.E. MOLINA* (Independent)

10. Other matters

The Stockholders may discuss other concerns/matters throughout the meeting.

11. Adjournment

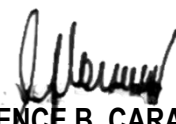
After everything has been addressed and resolved, the Chairman will entertain a motion to adjourn the meeting.

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the attached proxy form (Annex "B") and returning the same to the Office of the Corporate Secretary, at least twenty-four (24) hours before the time set for the scheduled annual stockholders meeting.

For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory and representative.

By Order of the Board of Directors

Manila, 10 April 2025.


Atty. FLORENCE B. CARANDANG
Corporate Secretary

Annex “B”

PROXY FORM

I/We, _____, a qualified and voting member of The Premier Insurance & Surety Corporation by these presents, do hereby name, constitute and appoint

or in his absence, The Chairman or the Presiding Officer of the meeting as our Proxy to represent me and vote in my name, stead and place on any matter that may come up during the Annual Stock holders' meeting of the company to be held on _____ and at any adjournment thereof.

I hereby ratify all that said Proxy shall lawfully do or cause to be done by virtue of this appointment.

IN WITNESS WHEREOF, this Proxy executed this _____ day of _____, 2025.

Signature of Member

WITNESS:

Name & Signature

Annex “A”

Board of Directors Profile



📍 Rm. 301, Travellers Life Bldg. T.M.
Kalaw Street, Ermita, Manila

☎ (02) 8-282-3645, (02) 8-551-5098

www.premierlifeandgen.com

SAMUEL U. LEE

Chairman of the Board

- Male, 62 years of age, Filipino
- Appointed in May 2019
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

- Bachelor of Science in Mechanical Engineering
De La Salle University, Manila, 1981
- Coaching & Mentoring, **August 9&10, 2018**
- Critical Thinking, **July 27 & 28, 2017**
- Customer Service Excellence Workshop, **March 21 & 22, 2017**
- Effective Business Communication and Presentation, **October 10 & 11, 2016**
- People Management Skills Training, **August 17-18, 2017**
- Problem Solving and Decision Making Seminar, **September 20 & 21, 2018**
- Strategic Business Planning, **October 24-16, 2018**

Membership of Board Committees

- Chairman, Executive Committee

Other Appointments

- Chairman, CEO and/or Director of various sister companies and affiliates of Premier



MAYBELLE L. LIM

President/COO

- Female, 67 years of age, Filipino
- Appointed in March 2019
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

Bachelor of Science in Elementary Education **University of the East, Manila, 1980**

Protection RE Seminar, Kingdom of Bahrain, **February, 2023**

Seminar Workshop on Suretyship, PhilAsurers, **October, 2022**

Membership of Board Committees

- | | | |
|------------|---|-------------------------------------|
| • Chairman | - | Remuneration/Compensation Committee |
| • Member | - | Executive Committee |

Other Appointments

- Vice Chairperson and CEO of Travellers Insurance & Surety Corp.

📍 Rm. 301, Travellers Life Bldg. T.M.
Kalaw Street, Ermita, Manila

☎ (02) 8-282-3645, (02) 8-224-9852,
(02) 8-551-5098

www.premierlifeandgen.com



PHILLIP GABRIEL C. LEE

SEVP – Finance

- Male, 30 years of age, Filipino
- Appointed in July 2021
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

- Bachelor of Arts, Honours, (Honours Economics and Accounting) *Wilfrid Laurier University, Waterloo, Ontario, 2016*
- Timbercreek Spot Bonus Awardee
- Timbercreek Performance Review Awardee
- Timbercreek High Potential Pilot Program
- Basic Life Insurance Course, **May, 2023**
- Corporate Governance Orientation Program, **June 29- 2022**
- Basic Non-Life Insurance Course, **July, 2021**

Membership of Board Committees

- Member - Executive Committee
- Member - Remuneration and Compensation Committee

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Kalaw Street, Ermita, Manila

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www.premierlifeandgen.com

Other Appointments

- CFO of TRISCO

Past Working Experiences:

- Senior Corporate Accountant, Timbercreek Property Services Inc., 2020
- Property Accountant, Timbercreek Property Services Inc., 2018
- Financial Analyst, Ink Entertainment, 2016



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FLORINDA R. CALLO

VP – Finance / Treasury

- Female, 58 years of age, Filipino
- Appointed in March 2019
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

- BSC Accounting Polytechnic University of the Philippines, **1983**
- 161st Basic Non-Life Insurance Course, **March, 2008**
- The Basics of Collection Negotiation, **October ,2009**
- Financial Planning I: Process and Principles, **April, 2009**
- Improving the Collection Skills, **October 14, 2009**

Membership of Board Committees

- Member - Nomination Committee

Other Appointments

- VP- Finance/ Treasury of TRISCO

Past Working Experiences:

- Finance Officer, Qualitea Garment Phils., 1998
- Finance Officer, Midas Diversified Export, 1995



EDGARDO P. DAVID

Director

- Male, 76 years of age, Filipino
- Appointed in March 2019
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

- BSC Accounting (Certified Public Accountant) Polytechnic University of the Philippines, Manila
- Masters of Business Administration Ateneo de Manila University, Manila
- Bachelor of Laws (3rd Year) Ateneo de Manila University, Manila
- Anti-Money Laundering Act 26th Floor, Ayala Life Center
- Corporate Governance Orientation Course 26th Floor, Ayala Life Center
- The 14th Session of the Advance Course Tokyo, Japan
- 7th Annual Philippine Tax Convention Business Affairs, Sta. Catalina Convent, Baguio

Membership of Board Committees

- Member - Nomination Committee

Other Appointments

- President and General Manager of TRISCO

Past Working Experiences:

- Senior Vice President/Comptroller, Philippine Phoenix Surety & Insurance, Inc.
- Assistant Vice-President & Accounting Manager, Tokio Marine Malayan Insurance Co., Inc.
- Chief Accountant, Rico General Insurance Corporation
- Cost Accountant, Interphil Laboratories Inc.
- Accountant, Rico Commercial Enterprises, Inc.
- Licensed Insurance Agent, Rico Commercial Enterprises, Inc.

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Dra. SANDRA L. ANG

Director

- Female, 59 years of age, Filipino
- Appointed in March 2019
- 100% Attendance in the 2023 Board Meeting

Academic Professional Qualifications:

Licensed Doctor of Dentistry—

- Bachelor of Science in Dentistry University of the East, Manila
- Protection RE Seminar, Kingdom of Bahrain, **February, 2023**
- Seminar Workshop on Suretyship, PhilAsurers, **October, 2022**
- The Law and IRR on Procurement of Goods, **2022**
- The Law and IRR on Procurement of Infrastructure, **2022**

Membership of Board Committees

- Member - Nomination Committee

Other Appointments

- SVP/Treasurer of TRISCO



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NORMITA C. TEE

Director

- Female, 65 years of age, Filipino
 - Appointed in March 2020
 - 100% Attendance in the 2023 Board Meeting
-

Academic Professional Qualifications:

- Certified Public Accountant
- Cum laude graduate of Bachelor of Science in Commerce Major in Accounting University of Santo Tomas
- Masters of Business Administration Ateneo de Manila University
- Corporate Governance, 2009

Membership of Board Committees

- Member - Audit Committee

Other Appointments

- She presently heads the Audit of the group of companies owned by Mr. Samuel U. Lee



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ATTY. MARCIANO F. BOONGALING

Independent Director

- Male, 70 years of age, Filipino
- Appointed in May 2023
- 100% Attendance in the 2023 Board Meeting

Other Appointment(s)

- Executive Vice President (EVP) -BA Insight International Inc.

Membership of Board Committee

- Member - Audit Committee

Academic Professional Qualifications:

- Lawyer by Profession
- Lifetime Member of Integrated Bar of the Philippines (IBP)
- Adamson University, College of Law
- Bachelor of Arts major in Political Science from Western Philippine Colleges (now University of Batangas)

Employment History

- After retirement became Legal Counsel for various companies

June 1997 until his retirement	Philippine Fire and Marine Insurance Corp.	Vice President-Underwriting and Claims Division
Nov 1996 - May 1997	Philippine Charter Insurance Corp (now known as Charter Ping Insurance Corp.)	Senior Assistant Vice President & Legal Counsel
1993 – 1996	Philippine British Assurance Company	Vice President-Underwriting Division (All Lines)
1976 - 1993	AIG Group	Assistant Vice President (the highest position held) under Bonds and Casualties Division



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ATTY. ADELINA S.E. MOLINA

Independent Director

- Female, 74 years of age, Filipino

Other Appointment(s)

Partner

- Molina Law Office
2016 – Present | Ortigas Center, Pasig City

Academic Professional Qualifications:

Admitted to the Philippine Bar
1978 |

University of the Philippines Law School
1973 – 1977 | Bachelor of Laws

University of the Philippines
1968 – 1972 | Bachelor of Arts, Major in Social Sciences

University of the Philippines High School
1964 – 1968 |

University of the Philippines Grade School
1957 – 1964 |

Employment History

- **District Collector of Customs VI**
Bureau of Customs
1972 – 2015 | Manila