

**MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
INTERNATIONAL MARKETING GROUP (IMG)  
INSURANCE BROKERS CORP.**

Held at 9<sup>th</sup> Floor, King's Court Building I, 2129 Chino Roces Avenue, Makati City  
on 7th day of February 2020 at 10:00 A.M.

**Present:**

DR. JOSE ENRIQUE DE LAS PEÑAS  
LOUIS BARTOLOME J. BORJA  
NOEL A. ARANDILLA  
ATTY. RIZAL ANTONIO D. MERU  
ATTY. MARIO Y. CAVADA  
ATTY. JOHANNES B. OLA  
ATTY. MANUELITO S. INSO

**I. CALL TO ORDER**

The Chairman of the Board, Dr. Jose Enrique R. de las Peñas, called the meeting to order and thereafter presided over the same. The Corporate Secretary, Mr. Noel A. Arandilla, certified to the existence of a quorum and recorded the minutes thereof.

**II. QUORUM**

The Secretary certified that a quorum was present for the purposes of conducting a meeting and transacting business.

**III. APPROVAL OF INTERNAL AUDIT CHARTER & RISK MANAGEMENT MANUAL**

The Chairman informed the Board that there is a need to create an appropriate internal control system that monitors and manages potential conflict of interest of the Management, members of the board and stockholders. Mr. Louis Bartolome J. Borja suggested that the Corporation creates an Internal Audit Charter and Risk Management Manual that oversees the appropriate internal control system of the Corporation. Upon motion duly made by Atty. Manuelito Inso and seconded by Atty. Jonannes B. Ola, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of an Internal Audit Charter and Risk Management Manual."

**IV. APPROVAL OF CORPORATE GOVERNANCE MANUAL**

The Chairman informed the Board that there is a need to create a manual on Corporate Governance. The Chairman suggested that the Board shall review and approve

the Corporate Governance Manual. Upon motion duly made by Upon motion duly made by Dr. Jose Enrique De Las Peñas and seconded by Mr. Noel A. Arandlla, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of a Corporate Governance Manual."

#### **V. FORMULATION, ADOPTION AND IMPLEMENTION OF A REMUNERATION POLICY**

The President suggested that the Corporation shall formulate, adopt, and implement a remuneration policy for the key officers and members of the Board of Directors. The Remuneration Committee is tasked to formulate and adopt a policy specifying the relationship between remuneration and performance of key officers and board members.

The Compliance Officer, Atty. Rizal Antonio D. Meru, suggested that the remuneration of the key officers and board members should be commensurate to their performance. Atty. Meru also suggested that the remuneration of members of the board should be aligned with their long-term interests in the company and they should not participate in discussions or deliberations involving his/her own remuneration. Upon motion duly made and seconded, the following resolutions were unanimously approved:

"RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation be as it is hereby empowered and authorized to formulate, adopt and implement a remuneration policy for the key officers and members of the Board of Directors which commensurate to their performances;

RESOLVED FURTHERMORE, that the remuneration policy for the members of the Board of Directors is aligned with their long-term interest in the company;

RESOLVED, FINALLY, the Board of Directors do not participate in discussions or deliberations involving his/her own remuneration."

#### **VI. GENERAL AUTHORIZATION**

Atty. Rizal Antonio D. Meru sought clarification on whether or not a member of the Board is required to notify the Board in the event that he accepts directorship from another company. The Chairman suggested that any member who wishes to accept directorship from other insurance Commission Regulated Entities (ICREs) and publicly-listed companies is allowed to concurrently serve as non-executive directors to a maximum of (5) five ICREs and publicly-listed companies only, to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company. Upon motion duly made by Atty. Manuelito S. Inso and seconded by Atty. Johannes B. Ola, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that that any member of the Board is allowed to concurrently serve as non-executive directors to a maximum of (5) Insurance Commission Regulated Entities (ICREs) and publicly-listed companies."

**ADJOURNMENT**

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

(SIGNED)  
**NOEL A. ARANDILLA**  
Corporate Secretary/Director

**ATTESTED BY:**

(SIGNED)  
**JOSE ENRIQUE DE LAS PEÑAS**  
Chairman of the Board/President

(SIGNED)  
**ATTY. MARIO Y. CAVADA**  
Director

(SIGNED)  
**LOUIS BARTOLOME J. BORJA**  
Corporate Treasurer/Director

(SIGNED)  
**RIZAL ANTONIO D. MERU**  
Director/Compliance Officer

(SIGNED)  
**ATTY. JOHANNES B. OLA**  
Independent Director

(SIGNED)  
**ATTY. MANUELITO S. INSO**  
Independent Director