

**MINUTES FROM THE ANNUAL MEETING OF STOCKHOLDERS OF ENSUREMEPH INSURANCE BROKER, INC. ON SEPTEMBER 4, 2024 AT 10:00AM AT THE TSKI CORPORATE BUILDING, BRGY. MALI-AO, PAVIA, ILOILO.**

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**I. CALL TO ORDER**

Following the confirmation that notice of the Annual Stockholders' Meeting was duly served to all shareholders, Presiding Officer and Chairman of the Board of Directors Atty. Pablo R. Nava, III called the meeting to order at around 10:00 o'clock in the morning.

**II. PRAYER AND BIBLE REFLECTION**

The prayer and Biblical reflection was led by BOD member Mrs. Marie Lynn D. Lopez.

**III. ROLL CALL, CERTIFICATION OF NOTICE, AND DETERMINATION OF QUORUM**

Atty. Roma Joy R. Jordan, as Corporate Secretary, certified that the notice to all stockholders were sent to all stockholders at least fifteen [15] days prior to the meeting and the same was received and duly acknowledged. The attendance of all the stockholders of **ENSUREMEPH INSURANCE BROKER, INC.**, reflected as follows:

Atty. Pablo R. Nava	–	as individual stockholder
Angel L. De Leon, Jr.	–	as individual stockholder and proxy of corporate shareholder KMDC [99.96% shares]
Peter M. Montalban	–	as individual stockholder
Marie Lynn D. Lopez	–	as individual stockholder
Demetrio P. Sonza	–	deceased

Hence, a quorum was declared for the transaction of official business for the annual meeting of the stockholders of **ENSUREMEPH INSURANCE BROKER, INC.** for the year 2024.

**IV. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING**

Atty. Jordan certified that the minutes of the previous annual stockholders meeting held last August 30, 2023 was sent to all stockholders at least fifteen [15] days prior to the meeting and the same was received and duly acknowledged. Thereafter, upon motion made by stockholder De Leon and duly seconded by stockholder Lopez, the minutes of the previous annual stockholders meeting held last August 30, 2023 was duly approved in the following resolution:

**Stockholders Resolution No. 2024-001**

**“Upon motion made and duly seconded, resolved to approve and ratify the minutes of the previous annual stockholders meeting held last August 30, 2023. Carried.”**

**V. APPROVAL AND RATIFICATION OF THE ANNUAL AUDITED FINANCIAL STATEMENTS FOR YEAR ENDED 31 DECEMBER 2023**

Under this item, the Treasurer presented to the stockholders the Annual Audited Financial Statements of **EnsureMEPh Insurance Broker, Inc.** for the year ended 31 December 2023. Copies of the AFS were previously sent to the stockholders. Thereafter, discussion was made as to the approval of the AFS. Then, upon motion made by stockholder Montalban and duly seconded by stockholder De Leon, the Annual Audited Financial Statements of **EnsureMEPh Insurance Broker, Inc.** for the year ended 31 December 2023 was received and noted by the stockholders. The following resolution was approved:

**Stockholders Resolution No. 2024-002**

**“Upon motion made and duly seconded, resolved to approve and ratify the Annual Audited Financial Statements of EnsureMEPh Insurance Broker, Inc. for year ended 31 December 2023. Carried.”**

**VI. APPROVAL AND RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND MANAGEMENT**

Under this item, a list of the board resolutions passed in year 2023 were previously sent to the stockholders. Thereafter, upon motion made by stockholder De Leon and duly seconded by stockholder Lopez, the resolutions passed by the Board of Directors, Board Committees, and Management in year 2023 including Board Resolution Nos. 2023-001 to 2023-024 were received and noted by the stockholders. The following resolution was approved:

**Stockholders Resolution No. 2024-003**

**“Upon motion made and duly seconded, resolved to approve and ratify any and all acts, resolutions, and proceedings of the Board of Directors and the Board Committees since last Annual Stockholders Meeting, and the consequent actions of Management in carrying out and promoting the purposes, objectives and interest of EnsureMEPh Insurance Broker, Inc. Carried.”**

## **VII. APPOINTMENT OF EXTERNAL AUDITOR**

Under this item, the matter of appointment of a new corporate external auditor was put forward and the stockholders decided to defer the matter and will refer recommendation of the new external auditor to the board if one is found.

## **VIII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

After nomination and election, the following were elected and proclaimed as the duly elected members of the Board of Directors of **EnsureMEPh Insurance Broker, Inc.** for year 2024-2025 commencing on September 5, 2024 until the next election in 2025. The corresponding resolution was approved as follows:

### **Stockholders Resolution No. 2024-004**

**“Upon motion made and duly seconded, resolved to proclaim the election of the following members of the Board of Directors of EnsureMEPh Insurance Broker, Inc. for year 2024-2025 commencing on September 5, 2024 until the next election in 2025:**

**Pablo R. Nava III – Chairperson  
Angel L. De Leon, Jr. – Member  
Peter M. Montalban – Member  
Marie Lynn D. Lopez – Member  
Dominic P. Abad – Member**

## **IX. MATTERS FOR STOCKHOLDERS' APPROVAL**

At this juncture, there were no matters put forth for the approval of the stockholders.

## **X. OTHER MATTERS FOR DISCUSSION – OPEN FORUM**

There were no other matters taken up by the stockholders.

## **XI. ADJOURNMENT**

There being no other matters to taken up, the meeting was adjourned at 10:42 in the morning.

**I hereby certify to the correctness of the foregoing minutes.**

**SGD:  
ATTY. ROMA JOY R. JORDAN  
Corporate Secretary**

**Attested by:**

**SGD:  
ATTY. PABLO R. NAVA, III  
Chairman of the Board of Directors**