

**NOTICE OF MEETING  
OF  
FPG INSURANCE CO., INC.**

**TO : TO ALL STOCKHOLDERS**  
**SUBJECT : ANNUAL STOCKHOLDERS' MEETING**

Please be informed that the Annual Stockholders' Meeting of **FPG INSURANCE CO., INC.** will be held on **17 April 2023, Monday, at 3:30 o'clock in the afternoon, Manila Time**, via Zoom.

The Agenda will be as follows:

**I. CALL TO ORDER**

The Chairman Mr. David Zuellig will welcome the stockholders and guests and formally begin the 2023 Annual Stockholders' Meeting of FPG Insurance Co., Inc.

**II. DETERMINATION OF QUORUM**

The Corporate Secretary Atty. Ana Liza Peralta will certify that the Notice of the Meeting was sent to all stockholders of record as of March 27, 2023 which is at least twenty-one days (21) before the meeting. She will also confirm that the materials to be presented in the meeting were distributed to all the stockholders five days prior to the meeting.

The Corporate Secretary will also certify on the attendance to the meeting, the number of shares represented in person or by proxy, and whether a quorum exists for the valid transactions of the Annual Stockholders' Meeting.

**III. READING AND APPROVAL OF THE PREVIOUS MINUTES DATED 11 APRIL 2022**

The minutes of the Annual Meeting of the Stockholders held on 11 April 2022 will be submitted for approval. The minutes of the 11 April 2022 meeting contain the following matters: approval of the minutes of the previous stockholders' meeting, the 2022 Audited Financial Statement, the President's Report, the ratification of the resolutions approved by the Board of Directors and Board Committees during the preceding year, the election of the 2022 board of Directors, and the appointment of external auditor for 2022.

**IV. PRESIDENT'S REPORT FOR THE YEAR 2022**

The President & CEO will present the report on the Corporation's affairs and operations for the full year 2022.

**V. RATIFICATION AND APPROVAL OF 2022 AUDITED FINANCIAL STATEMENT (AFS)**

The Chief Financial Officer will present the 2022 AFS to the stockholders for approval.

**VI. RATIFICATION OF THE ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS DURING THE YEAR 2022**

Ratification by the stockholders will be asked for all the acts of the Board of Directors and its Committees from 11 April 2022 or the previous Annual Meeting of the Stockholders until the date of the meeting. The acts and resolutions of the Board and its Committees include approval of agreements, investments, other financial matters, and transactions relating to the regular business of the Corporation wherein, either by law or regulations issued by the Insurance Commission, the Board and its Committees are required to act upon.

**VII. ELECTION OF DIRECTORS**

In accordance with the By-Laws, the Revised Code of Corporate Governance, and other applicable rules, the election of the members of the Board of Directors, including the Independent Directors, will be presented to the stockholders for approval. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The Board Profile containing the qualifications of the nominees is available in the Company's website and is also attached to the Notice.

The directors are to hold office until the next Annual Meeting of the Stockholders and until the respective successor/s have been elected.

**VIII. APPOINTMENT OF EXTERNAL AUDITOR**

The stockholders will be asked to vote on the appointment of SyCip Gorres Velayo & Co. (SGV) as External Auditor for 2023.

**IX. OTHER MATTERS**

The Chairman will ask the stockholders if there are any other matters to discuss.

**X. ADJOURNMENT**

Once the Chairman ascertains that there are no other matter to discuss, the meeting will be adjourned.

Kindly confirm your attendance and mode of participation with the undersigned at Mobile No. 09178667321 or through Meg Penaranda at Mobile No. 09178838735 (or send us an electronic mail at [aperalta@zuelligpharma.com](mailto:aperalta@zuelligpharma.com) or [MPenaranda@contrator.zuelligpharma.com](mailto:MPenaranda@contrator.zuelligpharma.com)).

24 March 2023 Makati City, Philippines.



**ATTY. ANA LIZA A. PERALTA**  
Corporate Secretary