MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

OF

PHILPACIFIC INSURANCE BROKERS & MANAGERS, INC.

Date: July 10, 2025
Time: 2:30 PM

Place: In person and via teleconference

Philippines: 12/F 6780, Ayala Building, Ayala Avenue, Makati City

Stockholders Present and Represented:

Shareholders Present	Representative Present	Number of Shares	Percentage
Gordon Alan Joseph		5,499,446	20.37
Platinum Holdings Inc.	John Storrs Cullis	1,199,879	4.44
JHG Trading Inc	John Storrs Cullis	1,199,879	4.44
Apriljannico Inc	John Storrs Cullis	999,902	3.70
Baliknabay Services Inc	John Storrs Cullis	999,902	3.70
Dynasty Management & Development Corp	John Storrs Cullis	1,199,879	4.44
Simon Lori Holdings Inc	John Storrs Cullis	1,999,802	7.41
WGI Gaisano Group Inc.	John Storrs Cullis	1,199,879	4.44
DGP and Sons Mindanao Trading Inc	John Storrs Cullis	499,952	1.85
Arthur J. Gallagher (Bermuda) Holdings Partnership	John Storrs Cullis	9,001,792	33.34
Lynette Go Dy Hian To	John Storrs Cullis	1,999,803	7.41
Alexander Gaisano	John Storrs Cullis	1,199,879	4.44
Emmaline Carla Wamilda		1	0.00
Oscar Chua		1	0.00
Jacqueline Wenceslao		1	0.00
Michael Galang		1	0.00
John V. Alcordo		1	0.00
Karen Batungbacal		1	0.00
John Storrs Cullis		1	0.00
Total		**27,000,000**	**100%**

Directors Present:

Name	Position
Oscar H. Chua	*Chairman of the Board* *Member, Audit and Risk Oversight Committee (AROC)*
Gordon Alan P. Joseph	*President and Chief Executive Officer*
John V. Alcordo	*Lead Independent Director* *Chairperson, Corporate Governance and Related Party Transactions Committee (CGRPTC)*
Karen Batungbacal	*Independent Director* *Chairperson, AROC* *Member, CGRPTC*
John S. Cullis	*Member, CGRPTC*
Michael Galang	*Executive Director*
Emmaline Carla Lao Wamilda	*Executive Director*
Jacqueline P. Wenceslao	*Executive Director*

Officers Present:
Atty. Rizza Marie Mangubat Gariando, *Corporate Secretary*
Helen B. Carlos, *Chief Financial Officer and Chief Operating Officer*

Also Present:
Sarah Lyons
Tina Leu
Atty. Menelee Dane Sevilla
Fernando Alcantara
Amelita Legaspi

1. <u>Call to Order and Certification of Notice and Quorum</u>

The Chairman, Mr. Oscar H. Chua, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Rizza Marie Mangubat Gariando recorded the minutes of the proceedings.

In compliance with SEC Memorandum Circular No. 6, series of 2020 ("SEC MC No. 6-2020"), the Corporate Secretary conducted a roll call. The attendants confirmed that they could clearly hear one another through the teleconference and that they had received the agenda and meeting materials beforehand.

After the roll call, the Corporate Secretary noted that the transfer of the shares of stock to **Arthur J. Gallagher (Bermuda) Holdings Partnership ("AJG")** under the Deeds of Absolute Sale dated March 7, 2025, has not yet been recorded, pending the issuance of the BIR Certificate Authorizing Registration (CAR). The Seller-Stockholders remain the stockholders of record but have given irrevocable proxies in favor of AJG, represented by **Mr. John S. Cullis**.

The Corporate Secretary, after reviewing the proxies and the attendance sheet, certified that a quorum was present.

The Corporate Secretary certified that notices of the meeting, together with the agenda and materials, were duly sent to all stockholders of record in accordance with the By-Laws.

2. **Approval of the Agenda**

Upon motion of President Joseph and seconded by Mr. Cullis, the stockholders approved the agenda of the meeting as circulated.

3. **Approval of the Minutes of the Annual Meeting of Stockholders held on July 1, 2024**

The first item on the agenda is the approval of the minutes of the annual meeting of the stockholders held on July 1, 2024. Upon motion duly made and seconded, the stockholders dispensed with the reading of said minutes and unanimously approved the minutes of the annual stockholders meeting held on July 1, 2024, as follows:

RESOLUTION NO. S-2025-04

> "**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on July 1, 2024."

4. **Approval of the Minutes of the Special Meetings of the Stockholders**

The following item on the agenda is the approval of the minutes of the special meetings of the stockholders. The Chairman explained that two special meetings were held before the annual stockholders meeting: on February 26, 2025, and on March 7, 2025. Copies of the minutes for both meetings were furnished to the stockholders. Upon motion duly made and seconded, the stockholders dispensed with the reading of said minutes and unanimously approved the minutes of the two special meetings:

RESOLUTION NO. S-2025-05

> "**RESOLVED**, to approve the minutes of the special stockholders' meeting held on February 26, 2025, and March 7, 2025."

5. **Ratification of Acts of the Board of Directors | Approval of Minutes**

Upon motion by Mr. Joseph and seconded by Mr. Alcordo, the stockholders resolved to dispense with the reading of all the minutes of the special meetings of the board of directors in the year 2024 and from the period January to May 2025. The Board unanimously resolved to approve all resolutions as contained in such minutes of the meetings, as follows:

RESOLUTION NO. S-2025-06

> "**RESOLVED**, to ratify each and every act and resolution, from February 1, 2024 to December 10, 2024 (the "Period"), of the Board of Directors (the "Board"), and each and every act, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board.
>
> "**RESOLVED FURTHER**, to ratify each and every act and resolution, from January 8, 2025 to May 16, 2025 (the "Period"), of the Board of Directors, and every act, during the Period, of the officers of the Corporation performed according to the resolutions of the Board.

6. **Annual Report / CEO's Report**

The President presented the report themed "Transitioning from Strong to Stronger", emphasizing the company's commitment to growth and resilience. He reiterated The Gallagher Way as the foundation of the company culture, underscoring shared values such as excellence in risk management, teamwork, trust, ethical conduct, mutual respect, continuous learning, and collaboration. These principles were highlighted as essential in strengthening the organization and sustaining its competitive edge.

He reported that the Share Purchase Agreement (SPA) was completed on 7 November 2024 with regulatory approval obtained in February 2025. The company is undergoing a major transition in operations, human resources, IT, finance and accounting, compliance and governance, and rebranding, while addressing current issues and challenges.

Regarding the company's transition as part of the Gallagher group, the President allowed Director Michael Galang to present to the stockholders the status of the company's transition to Gallagher Philippines. Among the matters discussed are the status of changes in the operations, human resources, information technology, finance and accounting, compliance and governance, and marketing. The challenges in the transition include updating business cards, aligning the social media campaign, managing petty cash, and complying with all regulatory requirements.

Going back to the President's report, the leadership strength and depth of Philinsure's executive team, representing over 370 years of combined insurance brokerage expertise, was recognized. A 10-year snapshot of the company's revenues, revenue growth rates, EBITDA, and EBITDA Growth Rate showed a steady increase over the years. The company has 204 team members with offices in Cebu, Davao, Ayala Avenue, and Ortigas Avenue. The president also presented the company's employee demographics, highlighting that 81 out of the 204 employees fall within the 30-39 age bracket, which is beneficial for the company.

As of June 2025, the company's operating margin is at 44%, which exceeded expectations.

Challenges and Opportunities in a Nutshell
The first Gallagher corporate value states that the company is marketing-driven. This is something the President would like to fuse across not only the board but also to the entire team. As of June 2025, the company has secured 36% of new business, compared to 57% in 2024.

The President expressed that the company intends to future-proof itself by focusing on quality recruitment and employee retention, strengthening HR and Internal Training, developing a Sales Culture, and Implementing Succession Planning.

In conclusion, the President expressed his enthusiasm for the company's full transition to AJG and the adoption of Gallagher Tools. Gallagher Australia, through Sarah Lyons, confirmed that Gallagher Philippines may be the first in Gallagher Asia to implement these tools.

7. Election of Directors

The following item on the agenda was the election of thirteen (13) members of the Board of Directors for the ensuing year. It was noted that, although the Board has approved reducing the number of seats from thirteen to eight, the amendment to the articles of incorporation is still pending with the Securities and Exchange Commission.

The Secretary ascertained that the following eight (8) nominated directors, including nominees for independent directors, are qualified to serve as directors for the Corporation:

Gordon Joseph, Oscar Chua, John Cullis, Jacqueline Wenceslao, Emmaline Carla Lao Wamilda, Michael Galang, John Alcordo, and Karen Batungbacal.

John Alcordo and Karen Batungbacal were nominated as independent directors.

The Chairman requested that the secretary report on the election results.

The Secretary reported that based on the tabulation of votes, each of the eight (8) nominees has sufficient votes for election to the Board and consequently, the following resolution for the election of 13 directors, five seats of which are vacant, had been approved:

RESOLUTION NO. S-2025-07

"RESOLVED, to elect the following as directors of the Corporation to serve as such, beginning today until their successors are elected and qualified:

1. Gordon Alan P. Joseph
2. Oscar H. Chua
3. Jacqueline P. Wenceslao
4. Emmaline Carla L. Wamilda
5. Michael Galang
6. John Cullis
7. John V. Alcordo *(Independent Director)*
8. Karen Batungbacal *(Independent Director)*
9. *Vacant*
10. *Vacant*
11. *Vacant*
12. *Vacant*
13. *Vacant*

8. Appointment of External Auditor

The Chairman informed the stockholders of the need to appoint an external auditor. For the previous year, the corporation appointed KPMG Philippines as its external auditor. The stockholders were given a copy of KPMG's proposal for its services in advance. Upon motion made and duly seconded, the stockholders unanimously approved as follows:

RESOLUTION NO. S-2025-08

"**RESOLVED**, to approve the reappointment of KPMG Philippines/R.G. Manabat & Co. as the external auditor of the Corporation for the current fiscal year."

9. Other Business Matters

Upon request of the Chairman, the Corporate Secretary informed the stockholders of the need to increase the minimum paid-up capital of the corporation's subsidiary, Environmental Risk Management Services Philippines, Inc. (ERM). According to the Foreign Investments Act, foreign-owned corporations (with 40% or more foreign equity) catering to the domestic market must have a minimum paid-up capital of USD 200,000 to ensure sufficient investment in local operations. Furthermore, should the paid-up capital stock of ERM be increased, the corporate secretary informed the board to appoint a person to process the amendments with the Securities and Exchange Commission and other relevant regulatory bodies. Upon motion duly made and seconded, the stockholders unanimously approved the following resolution:

RESOLUTION NO. S-2025-09

RESOLUTION TO INCREASE THE AUTHORIZED CAPITAL STOCK OF THE SUBSIDIARY, ENVIRONMENT RISK MANAGEMENT SERVICES PHILIPPINES, INC. (ERM)

"**WHEREAS**, the Corporation owns 100% of the shares in Environmental Risk Management Services Philippines, Inc. (ERM), and by virtue of such ownership, ERM has now become a foreign-owned corporation.

WHEREAS, under the Foreign Investment Acts, foreign-owned corporations (with 40% or more foreign equity) catering to the domestic market must have a minimum paid-up capital of USD 200,000.

RESOLVED, that the Corporation, being the 100% owner of ERM, authorizes the increase in authorized capital stock from Four Million Pesos (P4,000,000.00) divided into Four Hundred Thousand Shares (400,000) shares, with par value of Ten Pesos (P10.00) per share to Fifteen Million Pesos (P15,000,000.00) divided into One Hundred Thousand (1,500,000) shares, with par value of Ten Pesos (P10.00) per share;

RESOLVED, FURTHER, the Corporation is authorized to subscribe, by way of cash, to the whole amount of Eleven Million Pesos (P11,000,000.00), representing the entire increase in ERM's authorized capital stock;

RESOLVED, FINALLY, that **GORDON ALAN P. JOSEPH**, be, as he is hereby, appointed as the Corporation's lawful proxy and authorized representative to appear and act for and on behalf of the Corporation, to vote its shares, sign all necessary documents, and perform any and all acts necessary to implement the foregoing resolutions at any and all stockholders' meetings of ERM called for the purpose of increasing its authorized capital stock and such authority shall remain effective until revoked in writing by the Corporation.

10. Adjournment

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

CERTIFIED BY:

RIZZA MARIE MANGUBAT GARIANDO
Corporate Secretary

APPROVED BY:

OSCAR H. CHUA
Chairman