

**MINUTES OF THE STOCKHOLDERS' MEETING
VISAYAN SURETY AND INSURANCE CORPORATION**

Held at the Conference Room, Unit 1403 Keppel Center
Samar Loop cor. Cardinal Rosales Avenue
Cebu Business Park, Cebu City
on 31 May 2021 at 4:00 P.M.

Stockholders Present in Person or by Proxy	No. of Shares	% to Total
Augusto W. Go	559,945	18.66%
University of Cebu (by proxy: Augusto W. Go)	512,380	17.08%
Candice Gotianuy (by proxy: Augusto W. Go)	251,024	8.37%
Elizabeth Gan Go (by proxy: Augusto W. Go)	130,105	4.34%
Kenneth L. Go	216,047	7.20%
Patrick James Go (by proxy: Kenneth Go)	157,963	5.27%
Michael Ronald Go (by proxy: Kenneth Go)	157,632	5.25%
Jonathan Go (by proxy: Kenneth Go)	157,524	5.25%
Rosa Go (by proxy: Kenneth Go)	15,208	0.51%
Peter Go (by proxy: Kenneth Go)	181	0.01%
Beatriz Lu (by proxy: Dwight Lu)	59,644	1.99%
David Lu (by proxy: Dwight Lu)	64,747	2.16%
Josefina Poblete/ JLP Holdings	104,522	3.48%
Gabriel Leyson	608	0.02%
Marriel's Peak Corp. (proxy by: Gabriel Leyson)	5,124	0.17%
Martin Qua (proxy for Fe Qua and Jepama Holdings)	181,811	6.06%
Jimson Yankee	119	0.01%
Estate of John D. Young (by proxy: Virginia Ann D. Young)	460	0.02%
Baldomero Estenzo	8	0.01%
Total number of shares present	2,548,022	86.00%

1. **CALL TO ORDER**

The meeting was called to order at 4:00 P.M. by Atty. Augusto W. Go who presided as Chairman. The Corporate Secretary, Atty. Ma. Iolanda B. Abella recorded the minutes of the proceedings.

2. **CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary certified that all stockholders have been notified of the meeting and that stockholders representing 86% of total issued and outstanding shares were present in person and proxy constituting a quorum for the conduct of business.

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

Upon motion of Atty. Baldomero Estenzo, seconded by Ms. Virginia Young, the minutes of the previous meeting was approved.

4. **PRESIDENT'S REPORT**

The President Kenneth Go presented the following reports for the year ended 2020:

- 1) **Production Report per Branch 2020** in comparison to production in 2019:
 - a) Head Office decreased by 7%
 - b) Bohol Branch increased by 98%
 - c) Cagayan de Oro Branch decreased by 17%
 - d) Dagupan Branch increased by 94%
 - e) Dumaguete Branch increased by 14%
 - f) Davao Branch decreased by 7%
 - g) Tacloban Branch decreased by 50%
 - h) Butuan Branch - newly opened, production P1,005,898.07
 - i) General Santos Branch - newly opened, production P1,360,979.35
 - j) Manila Extension Office - decreased 20%
 - k) Manila Branch - production P344,509.00

Total Consolidated Production for 2020 is P568,836,331.27 or a decrease of 7% compared to 2019.

The Chairman asked for clarification on the different insurance lines. He asked on the big decrease on microinsurance. The President explained that the reason why the Company started offering microinsurance the past years was because there was a move by the Insurance Commission to peg the net worth requirement at 550M if half of the Company's portfolio of premiums written was in microinsurance. This way, in case the Company could not meet the 1.3B ultimate net worth requirement, there will be a fallback position to just comply with 550M. However, due to adverse claim experience, this line of business is now being winded down and all claims have been paid.

The Chairman suggested to the President to study the merger of the Manila Branch with the Manila Extension Office to save money on office rentals and other expenses but to continue giving salary to Mr Wong and his wife. The Chairman explained to the stockholders the arrangement with Mr Wong on money remittance and sharing of interests in money market placements which has been in place even before his time and which has been continued in recognition of his services in the early years of the company.

The Chairman directed the President to check if Hyundai have properties in Butuan to be insured so as to grow the production of the Butuan Branch. He also inquired on the President on the status of the IPI account and he was informed that IPI gave 20% of IPI insurance business to the company, specifically on fire insurance.

The Chairman then asked for update on the Dapitan lot and the President reported that titles were given as collateral for a bond and that there are offers to buy the properties. The Chairman instructed the President to check on the adjacent property owners who may give a better value for the properties.

The President also reported that Empire Insurance closed and Visayan was able to hire its Vice President who brought in 5 branches (Bacolod, Ilo-ilo, Tandag, Butuan and Zamboanga) with him. The Chairman cautioned on claims from Empire and the President assured him that this was already cleared before the hiring.