

MINUTES

Of the Annual Stockholders' Meeting of PERLA COMPANIA DE SEGUROS, INC. held on February 1, 2016 at 5PM at its office at 2/F Perla Compania de Seguros Mansions, 117 C. Palanca St., Legaspi Village, Makati City

	Number of Shares Represented
Stockholder's in person	201,728,677
Stockholder's represented by proxy voting	43,168,283
Absent Stockholder's	5,103,040
Total Shares Outstanding and entitled to Vote	250,000,000

Directors Present

Name	Position
Judy M Lou	Chairperson/Independent Director
Jeffrey Lim	Vice Chairperson/Director
Rodolfo Ang	Independent Director
George Lee	Independent Director
James Alfred Lim	Director
Julia Fideles	Director/Corporate Secretary
Katherine Lim	Director

All directors attended the said meeting.

I. Call to Order

The Chairman, Ms Judy Montinola Lou, called the meeting to order at 5:00 PM and presided over the same.

II. Proof of Notice and determination of the existence of Quorum

The Corporate Secretary, Ms Julia Fideles, certified that the notice of the meeting had been sent to all stockholders' of record in accordance with the Company's By-Laws. She further certified the attendance either in person or by proxy of stockholders owning majority of the issued and outstanding shares of the corporation. A total of 244,896,960 shares were represented in person or by proxy voting. This would constitute 97.96% of the shareholders and thus the meeting had quorum.

III. Approval of Minutes of the Emergency Stockholder's Meeting held on April 13, 2015

The Chairman requested the stockholders to approve the Minutes of the Emergency Stockholder's Meeting held on April 13, 2015. Upon motion duly made and seconded, the reading of the minutes of the Emergency Stockholder's Meeting held on April 13, 2015 was unanimously approved by the stockholders.

IV. Management Report by the President

On behalf of the Management, Mr. Jeffrey Lim, the President, presented to shareholders the Highlights of the Financial Condition of the Corporation as of December 31, 2015. As the external audit was not yet completed, the President presented the preliminary figures for the company. The year 2015 went very well for the company. Based on the preliminary unaudited sales figures, 2015 sales reached P298 Million in gross sales or growth of about 3% from the previous year. The company was also fortunate that there were no major calamities reported for the year thus the claims loss ratios were reasonable. Net Income before tax was P74 Million while expected Net Income was P64 Million a very good result for the year. The President informed all stockholders that the prospects of the insurance industry remained very bright with the overall insurance industry growing by over 20%. He informed them of continued investments that the company would be making on physical branch improvements, training and recruitment.

V. Discussion of Relevant Company Policies

The Chairperson stated that the company has a policy requiring that all Related Party Transactions be conducted in a way that they are fair and at arms' length. A committee of independent directors is tasked to review material/significant Related Party Transactions (RPTs) to determine whether they are in the best interests of the company and shareholders. Further information on this can be found in the Manual on Corporate Governance that is posted on the company's website at www.perlainurance.com.

Additionally, the Chairperson disclosed that Directors were required to report their dealings in Company shares within 3 business days.

VI. Election of the Board of Directors for 2016

Following this, the Chairperson announced the next item on the agenda was the election of directors of the corporation for the year 2016. In order to give better opportunities to minority shareholders, Cumulative Voting would be used. The Chairperson requested the Chairman of the Nominating Committee to submit the list of individuals who were nominated as directors and who had the qualifications and none of the disqualifications, as evaluated by the Nominating Committee.

The Nominating Committee Chairman, George Lee, reported that there were only seven (7) persons nominated to the board and all were qualified by the committee to serve as directors. The names were as follows:

Julia Fideles
James Alfred Lim
Jeffrey O. Lim
Katherine C. Lim

Independent Directors

Judy Montinola Lou
Rodolfo P. Ang
George Edwin Lee

All of these directors had served during previous years and were up for re-election.

Ballots were distributed to all stockholders and proxy holders and they were instructed to vote on the candidates. The Corporate Secretary was directed to cast the votes of all the stockholders represented. The results were as follows:

Name of Director	Votes For	Votes Abstaining
Judy Montinola Lou	244,896,960	0
Rodolfo Ang	244,896,960	0
George Edwin Lee	244,896,960	0
Jeffrey Lim	244,896,960	0
Katherine Lim	244,896,960	0
James Alfred Lim	244,896,960	0
Julia Fideles	244,896,960	0

All of the directors nominated and qualified were elected by a unanimous vote.

VII. Dividend Policy

The Chairperson requested the Treasurer of the company to discuss the dividend policy to the assembled shareholders.

The Treasurer stated the dividend policy of the company which is as follows:

Perla Compania de Seguros, Inc recognizes the importance of sharing the profits that the company generates with its Stockholders while maintaining healthy capital levels to ensure that the company has financial flexibility. The Board of Directors may, at its discretion and depending on the business results for the year, capital needs of the business, or prevailing law, declare and approve the distribution of dividends to all shareholders normally announced at the Annual Stockholder's Meeting.

The Treasurer reported that the company had a substantial profit during the previous year however due to the passage of Republic Act (RA) 10607 or the Insurance Code of the Philippines, he recommended to the board that the dividend of the company be withheld until the company could meet the Company net worth requirements that were set forth in the code. At a regular meeting of the Board of Directors, the directors unanimously agreed to withhold dividends for the year.

VIII. Appointment of External Auditor

The Chairperson asked the Chairman of the Audit Committee to discuss the appointment of the External Auditor.

The Audit Committee Chairperson, Rodolfo Ang, announced that they were very pleased with the services of the External Auditor R. R. Tan for the Year 2015. As R.R. Tan had been the Corporation's External Auditor for the year 2014 as well as 2015, the Audit Committee was impressed by the professionalism of the current auditors. A motion was made to retain R. R. Tan as the auditor for the year 2016. This motion was subsequently seconded and passed that R. R. Tan would serve as the External Auditor for 2016.

IX. Other Matters

The Chairperson then announced that all shareholders would be given the opportunity to ask relevant questions or express any comments. There were no questions or comments raised by any of the shareholders.

X. Adjournment

There being no other matters to transact and on motion duly made and seconded, the meeting was adjourned at 6:30PM.

JULIA FIDELES
Corporate Secretary

Attest by:

JUDY MONTINOLA LOU
Chairman