

**MINUTES OF THE
ANNUAL GENERAL MEMBERSHIP MEETING OF
MERALCO MUTUAL AID AND BENEFITS ASSOCIATION, INC.
(MEMABA, INC.)**

HELD ON 14 MAY 2024

Meralco Multi-Purpose Hall, Meralco Center, Ortigas Ave., Pasig City

CALL TO ORDER

Mr. Marvin G. Gonsalves, Chairman of the Board of Trustees, called the meeting to order at 9:00 A.M. The minutes of the proceedings were recorded by the undersigned Assistant Corporate Secretary. The matters discussed and deliberated upon were the following:

I. INTRODUCTION OF THE MEMBERS OF THE BOARD AND OTHER OFFICERS

The Chairman started the meeting by welcoming all the attendees, present either in person or represented by proxies and those attending via remote communication, to the MEMABA, Inc. Annual General Membership Meeting (AGMM). The Chairman informed the members that in compliance with Securities and Exchange Commission Memorandum Circular No. 6 Series of 2020, the AGMM will be conducted via a hybrid mode, a combination of face-to-face and remote communication. The Chairman also introduced the members of the Board of Trustees and Officers: Mr. Efren V. Olpindo, President; Mr. Wilfredo P. Bernardo, Vice-President; Mr. Michael Angelo A. Nazar, Corporate Secretary; Mr. Winston A. Delos Reyes, Treasurer; Mr. Domingo L. Robles, Auditor; Ms. Imelda A. Reyes, Independent Trustee; Mr. Rensy B. Robles, Independent Trustee; Atty. Christopher Redeemson R. Brocales, Trustee, Legal Counsel and also appointed as Assistant Corporate Secretary specific for this AGMM as the Corporate Secretary recently underwent surgery; and Mr. Gregorio P. Figueroa, Jr., VP for Operations and General Manager. The Chairman also acknowledge the presence of the representatives from the Association's external auditors, Diaz Murillo Dalupan and Company, who will count and validate the votes in any matter in the agenda which require voting.

The Assistant Corporate Secretary set the ground rules to be observed during the meeting, with the end in view of ensuring fair, orderly and efficient proceedings; and in order to protect the rights of all the members. Among those discussed were procedures pertaining to the manner of voting and how the Board of Trustees and Officers will entertain questions from members. The Corporate Secretary informed the members that only members or their duly designated proxy shall be allowed to vote. Each member shall be entitled to one vote while the designated proxy is entitled to as many proxies he/she may have. For each agenda item, each member is eligible to cast his/her votes, to approve, disapprove or abstain from voting. The manner of voting shall be determined by the Chairman.

II. PROOF OF NOTICE OF THE MEETING

The Chairman asked the Assistant Corporate Secretary if notices of the meeting were properly served to the members of the Association in accordance with the By-Laws. In response, the Assistant Corporate Secretary confirmed that written notices of the 2024 AGMM were served to all MEMABA members of record as of December 31, 2023.

III. DETERMINATION OF QUORUM

The Chairman asked the Corporate Secretary if there existed the requisite quorum. As confirmed, there were 5,026 members or 51.35% of the 9,787 members of record, as of December 31, 2023, were present either in person or represented by proxies. This represents a quorum based on the quorum requirements, provided for in the By-Laws.

IV. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL GENERAL MEMBERSHIP MEETING HELD ON DECEMBER 13, 2022.

The Minutes of the AGMM held on December 13, 2022 was presented for approval. Since a copy of the Minutes of the 2022 AGMM were provided to the members before the meeting, and a copy was also posted to Association's website, the Minutes of the AGMM was approved after the motion for the approval had been seconded.

V. ANNUAL REPORT OF THE CHAIRMAN AND THE PRESIDENT OF THE BOARD OF TRUSTEES

The Chairman addressed all the members of the Association, delivering his annual report on the following:

- With the approval of the Insurance Commission, implementing the following improvement on benefits:
 - Increase in maximum loanable amount of Medicine Loan from P5,000.00 to P10,000 per availment;
 - Increase in maximum loanable amount of Calamity Loan from P30,000.00 to P50,000; and
 - Increase in maximum loanable amount for Supplemental Loan from P170,000.00 to P200,000.00.
- Offering of Calamity Loan to members who have been severely affected by the Typhoon Egay and the onslaught of the Southwest Monsoon (Habagat), where 113 of the member availed the Calamity Loan, with total amount of P3.14M.

- Increase the interest rate of the Supplemental Loan from 6% to 7% per annum. This is to secure the financial stability of the Association and enable to enhance the services being provided to the members.
- Approval of the Securities and Exchange Commission for the amendment of the By-Laws and Articles of Incorporation. The amendments are made in order to comply with evolving requirements of regulatory bodies.
- Sending of invitations to each newly regularized employee to join the membership of the Association.
- Requesting members to update the information to the Association to maintain open communication with all members particularly, as regards any and all benefits provided by the Association, and to take the opportunity to update the designation of beneficiaries.
- Acceptance of loans and benefits applications via email, subject to the usual strict evaluation and approval of the Board of Trustees, and processing of cash assistance and loans with complete requirements in a very efficient manner.

The President presented the financial and operating results of the Association as of and for the period ended 31 December 2023 with details as follows:

1. Number of members
2. The Association's financial status and performance
3. Number and amount of cash assistance, refund of equity value and loans granted to the members and their beneficiaries
4. The President apprised the members on the Association's compliance with the 20% cap on administrative expenses based on revenues, as provided for under the Association's By-Laws and policies of the Insurance Commission.
5. The President underscored the Association's continued adherence to corporate governance mandates issued by the Insurance Commission and other regulatory agencies.

VI. RATIFICATION OF THE ACTS OF THE BOARD OF TRUSTEES

All the resolutions passed by the Board of Trustees and acts made by the management for 2023 were presented to the members for approval and a motion for the approval had been seconded. The members adopted the following resolution:

“RESOLVED, that all the Resolutions and all the Acts made by the Board of Trustees and Management for and during the year 2023 be ratified as recorded.”

VII. ELECTION OF THE MEMBERS OF THE BOARD OF TRUSTEES FOR THE ENSUING TERM, 1 JUNE 2024 TO 31 MAY 2026

The Chairman presented to the members the list of the candidates for the Board of Trustees for the ensuing term 1 June 2024 to 31 May 2026. The Chairman also noted who among the candidates were seeking re-election.

Considering that there are only seven (7) nominees for the Regular Board of Trustees and two (2) nominees for Independent Trustees, it has been moved and seconded that the seven (7) mentioned nominees for the same number of uncontested seats for Regular Trustees; and the two (2) nominees for the same number of uncontested seats for Independent Trustees, be declared as duly elected Regular Trustees and Independent Trustees of the Association.

The following were declared duly elected Regular members of the Board of Trustees of the Association for the ensuing term 1 June 2024 to 31 May 2026:

For Regular Trustees:

1. Mr. Wilfredo P. Bernardo
2. Mr. Michael Christopher G. Crisostomo
3. Mr. Noel L. Espiritu;
4. Marvin G. Gonsalves
5. Mr. Efren V. Olpindo
6. Mr. Michael Angelo A. Nazar
7. Ms. Marie Liezl S. Soto.

For Independent Trustees:

1. Ms. Bernadette B. Baetiong
2. Mr. Rensy B. Robles.

VIII. OTHER MATTERS

There were no other agenda in the meeting. The Chairman opened the floor for questions and suggestions. The following are the suggestions:

From Mr. Ramon D. Militar:

1. Succession planning for the Association's officers.
2. Consider automatic seat to the Board of Trustees for retirees and members-employees who belong to the rank and file.
3. Review the term of Independent Trustees and ensure their independence.
4. Retroactive application of refund of equity value to beneficiaries of deceased members. Refund of equity value was approved by the Commission in 2016, with prospective application.
5. To ensure that the existing membership contribution is sufficient to cover existing benefits to the members
6. To benchmark existing practices on co-maker relative to the availment of loans and check if any amendment is necessary.
7. To consider exemption in payment of membership contribution of members with age 75 to 79.

From Mr. Solomon B. Anastacio:

1. Knowing that the exemption of payment of membership contributions may not be allowed by the Insurance Commission, consider possibility of giving a discount for retiree members with age beginning 70 years old.

From Mr. Romeo P. Aguilar

1. To consider investing in Meralco stocks that gives high dividend and considering Meralco is an established company.

After listening to members' suggestions and comments, The Chairman informed the members that the suggestions are noted and will be proposed to the Insurance Commission for approval. The Chairman also expressed his gratitude to the members who actively participated in the AGMM.

IX. ADJOURNMENT

There being no other matters to be discussed, a motion to adjourn the meeting was raised and seconded. The meeting was adjourned at 10:30 A.M.



CHRISTOPHER REDEEMSON R. BROCALES
Appointed Assistant Corporate Secretary Specific for this AGMM

Attested by:



MARVIN G. GONSALVES
Chairman