



24 February 2025

**INSURANCE COMMISSION**

1071 United Nations Avenue  
Ermita, Manila, Philippines

Attention: **COMMISSIONER ATTY. REYNALDO A. REGALADO**  
*Insurance Commissioner*

Re: IC CL NO. 2016-51

**Honorable Commissioner Regalado:**

In compliance with the Insurance Commission’s Circular Letter No. 2016-51, and other relevant issuances, this is to give notice that the following Directors have been elected by the stockholders of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the ‘Corporation’) in the Special Stockholders’ Meeting held on 15 January 2025, to wit:

VIRGIL B. PRIETO	CHAIRMAN
SOFIA M. PRIETO	MEMBER
MARIA MERCEDES S. JIMENEZ	MEMBER
ATTY. ROVIEL B. NEPOMUCENO	MEMBER (Independent Director)
GERONIMO P. REYES	MEMBER (Independent Director)

In addition, the following are the Corporate Officers as appointed by the Board of Directors of the Corporation:

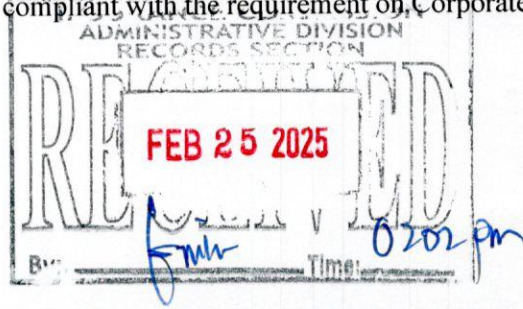
SOFIA M. PRIETO	PRESIDENT
CONCEPCION S. DE JESUS	TREASURER
ATTY. CARLO ROBERTO C. SOLIS	CORPORATE SECRETARY

Attached, for your information and reference, is a copy of the Minutes of the Stockholders’ Meeting held on 15 January 2025.

Considering that the composition of the Corporation’s Board and officers have remained the same, we respectfully hold that the supporting documents previously submitted and on file with the Honorable Commission would still suffice. Should the Commission deem otherwise, we respectfully request for an additional period within which to submit the necessary documents. Similarly, the abovementioned Director/Officers of the Corporation are deemed compliant with the requirement on Corporate Governance training/orientation course, among others.

Respectfully submitted,

**ATTY. CARLO ROBERTO C. SOLIS**  
*Compliance Officer*



**Enrico D. Cleofas**  
Insurance Commission - Admin.  
Records - Receiving

**METROCARE HEALTH SYSTEMS, INCORPORATED**

Minutes of the Special Stockholders' Meeting  
Held on 15 January 2025 at 1430H  
At 147 Williams Street, Pasay City, Metro Manila

Stockholders Present:

**MR. VALENTIN PRIETO JR.**  
**MS. ELAINE M. PRIETO**  
**MR. VALENTIN EDUARDO MIGUEL M. PRIETO III**  
**MS. SOFIA MARIA TERESA M. PRIETO**  
**MS. VICTORIA MARIA ROSARIO M. PRIETO**  
**MR. CARLOS JUAN FRANCISCO M. PRIETO**  
**MR. LORENZO JOSE AGUSTO GABRIEL M. PRIETO**  
**MS. VICTORIA REGINA P. FLORES**  
**MR. VIRGIL B. PRIETO**  
**MR. VERNON B. PRIETO**  
**MS. MARIA MERCEDES S. JIMENEZ**  
**MR. GERONIMO P. REYES**  
**ATTY. ROVIEL B. NEPOMUCENO**  
**MS. CONCEPCION S. DE JESUS**

**I. CALL TO ORDER AND CERTIFICATION OF QUORUM**

The Chairman, Mr. Virgil B. Prieto, called the meeting to order at 1430H after the Corporate Secretary, Atty. Carlo Roberto C. Solis, certified that there was a quorum to transact such business as may come before the body. Stockholders present also waived their right to be given notice.

**II. READING AND APPROVAL OF MINUTES OF THE PREVIOUS MEETING**

Upon motion duly made and seconded, the minutes of the previous meeting were read, approved and signed as read.

**III. ELECTION OF BOARD OF DIRECTORS FOR THE YEAR 2025**

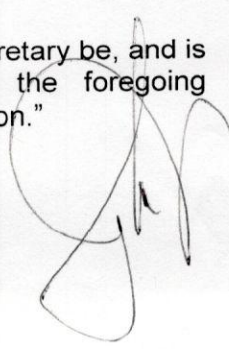
The Chairman declared that the Special Stockholders' Meeting was convened to elect the regular directors and two (2) independent directors of the company for the year 2025 in compliance with the requirement of the Insurance Commission under Circular Letter No. 2016-51 dated 06 September 2016.

The meeting proceeded with the election of the members of the new Board of Directors. On nominations duly made, closed and seconded, the following resolutions were unanimously approved and adopted by the body:

**"RESOLVED**, that the following stockholders of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation") be elected as directors of the Corporation for the year 2025 and until their successors shall have been duly elected and qualified:

- |                                |   |                               |
|--------------------------------|---|-------------------------------|
| 1. Virgil B. Prieto            | - | Chairman                      |
| 2. Sofia M. Prieto             | - | President                     |
| 3. Maria Mercedes S. Jimenez   | - | Member                        |
| 4. Atty. Roviell B. Nepomuceno | - | Member (Independent Director) |
| 5. Geronimo P. Reyes           | - | Member (Independent Director) |


**RESOLVED FURTHER**, that the Corporate Secretary be, and is hereby, authorized to issue certifications covering the foregoing resolutions adopted by the Stockholders of the Corporation."




**IV. ADJOURNMENT**


There being no further matter to discuss, and upon motion duly made and seconded, the meeting was adjourned.

Certified Correct:

  
**ATTY. CARLO ROBERTO C. SOLIS**  
*Corporate Secretary*

Attested by:

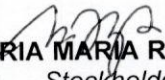
  
**MR. VIRGIL B. PRIETO**  
*Chairman and Stockholder*

  
**MR. VALENTIN PRIETO JR.**  
*Stockholder*


  
**MS. SOFIA MARIA TERESA M. PRIETO**  
*President, Director and Stockholder*

  
**MS. ELAINE M. PRIETO**  
*Stockholder*

  
**MR. CARLOS JUAN FRANCISCO M. PRIETO**  
*Stockholder*

  
**MS. VICTORIA MARIA ROSARIO M. PRIETO**  
*Stockholder*

  
**MR. VALENTIN EDUARDO MIGUEL M. PRIETO III**  
*Stockholder*

  
**MR. LORENZO JOSE AGUSTO GABRIEL M. PRIETO**  
*Stockholder*

  
**MR. VERNON B. PRIETO**  
*Stockholder*

  
**MS. VICTORIA REGINA P. FLORES**  
*Stockholder*

  
**MS. MARIA MERCEDES S. JIMENEZ**  
*Stockholder*

  
**MS. CONCEPCION S. DE JESUS**  
*Stockholder*

  
**MR. GERONIMO P. REYES**  
*Independent Director and Stockholder*

  
**ATTY. ROVEL B. NEPOMUCENO**  
*Independent Director and Stockholder*

SECRETARY'S CERTIFICATE

I, **ATTY. CARLO ROBERTO C. SOLIS**, Filipino of legal age and with office address at 147 Williams Street, Pasay City, Metro Manila, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the incumbent Corporate Secretary of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines with head office address at 147 Williams St., Pasay City;

2. At the Special Stockholders' Meeting of the Corporation held on 15 January 2025 in its head office, where a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted, to wit:

**"RESOLVED**, that the following stockholders of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation") be elected as directors of the Corporation for the year 2025 and until their successors shall have been duly elected and qualified:

- |                                |                                 |
|--------------------------------|---------------------------------|
| 1. Virgil B. Prieto            | - Chairman                      |
| 2. Sofia M. Prieto             | - President                     |
| 3. Maria Mercedes S. Jimenez   | - Member                        |
| 4. Atty. Roviell B. Nepomuceno | - Member (Independent Director) |
| 5. Geronimo P. Reyes           | - Member (Independent Director) |

**RESOLVED FURTHER**, that the Corporate Secretary be, and is hereby, authorized to issue certifications covering the foregoing resolutions adopted by the Stockholders of the Corporation."

3. The foregoing is in accordance with the records of the Corporation.

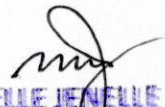
4. The foregoing resolutions have not been revoked, amended, nor in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 24 FEB 2025 day of February 2025 in Pasay City, Metro Manila.

  
**ATTY. CARLO ROBERTO C. SOLIS**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 24 FEB 2025 day of February 2025, affiant exhibiting to me his Driver's License No. N26-07-007636 bearing his photograph and signature, in accordance with Rule II, Section 12 and Rule IV Section 2 (b) of the 2004 Rules on Notarial Practice.

Doc. No.: 72;  
Page No.: 1/1;  
Book No.: \_\_\_\_\_;  
Series of 2025.

  
**ATTY. MARIELLE JENELLE L. LAGUERTA**  
Notary Public for city of Manila-Until Dec. 31, 2025  
Notarial Commission No. 2024-179  
Tower 3, 3<sup>rd</sup> Fl., No. 181 N. Lopez St., Ermita, Manila  
I.B.P. NO. 488207- Dec. 27, 2024 for the year 2025  
PTR NO. 2041441- Jan. 2, 2025 at Manila  
MCLE NO. VIII-0010660-Valid until 4-14-2028 Roll No. 88314