



METROCARE HEALTH SYSTEMS, INCORPORATED

16 February 2021

INSURANCE COMMISSION

1071 United Nations Avenue
Ermita, Manila, Philippines



Attention: **ATTY. DENNIS B. FUNA**
Insurance Commissioner

Re: *List of Members of the Board of Directors, New Officers, and
Compliance with the Corporate Governance Requirement*

Honorable Commissioner Funa:

In compliance with the Insurance Commission’s Circular Letter No. 2016-51, this is to give notice that the following Directors have been elected by the stockholders of **METROCARE HEALTH SYSTEMS, INCORPORATED** (the ‘Corporation’) during the meeting held on 08 December 2020:

VIRGIL B. PRIETO	CHAIRMAN
ELMER Z. ACANCE	MEMBER
FELICIDAD C. DELA CRUZ	MEMBER
ATTY. RYAN D. CO	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:

ELMER Z. ACANCE	PRESIDENT
FELICIDAD C. DELA CRUZ	VICE PRESIDENT
VICTORIA P. FLORES	TREASURER
ATTY. CARLO ROBERTO C. SOLIS	CORPORATE SECRETARY

Attached, for your information and reference, are copies of the Corporate Secretary’s Certificate attesting to the foregoing, and the Minutes of the Stockholders Meeting held on 08 December 2020.

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. Based on the same considerations, the abovementioned Director/Officers of the Corporation are deemed still compliant with the requirement on Corporate Governance training/orientation course.

Respectfully submitted.



ATTY. CARLO ROBERTO C. SOLIS
Compliance Officer

METROCARE HEALTH SYSTEMS, INCORPORATED

Minutes of the Special Stockholders Meeting
Held on 8 December 2020 at 1400H
At 147 Williams Street, Pasay City, Metro Manila

Stockholders Present:

MR. VALENTIN PRIETO JR.
MS. ELAINE M. PRIETO
MS. BEATRIZ MARIA ELENA 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
MR. ELMER Z. ACANCE
MS. FELICIDAD C. DELA CRUZ
MR. GERONIMO P. REYES
ATTY. RYAN D. CO

I. CALL TO ORDER AND CERTIFICATION OF QUORUM

The Chairman, Mr. Virgil B. Prieto, called the meeting to order at 1400H after the Corporate Secretary, Atty. Carlo 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.

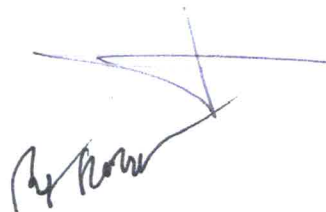
III. ELECTION OF DIRECTORS FOR THE YEAR 2021

The Chairman declared that a Special Stockholders Meeting was convened to elect the regular directors and two (2) independent directors in compliance with the requirement of the Insurance Commission under Circular Letter No. 2016-51 dated 6 September 2016.

The meeting proceeded with the election of the members of the 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 2021 and until their successors shall have been duly elected and qualified:

- | | | | |
|----|---------------------|---|-------------------------------|
| 1. | Virgil B. Prieto | - | Chairman |
| 2. | Elmer Z. Acance | - | President |
| 3. | Felicidad Dela Cruz | - | Member |
| 4. | Atty. Ryan D. Co | - | Member (Independent Director) |
| 5. | Geronimo P. Reyes | - | Member (Independent Director) |



REPUBLIC OF THE PHILIPPINES)
PASAY CITY)

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 8 December 2020 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 2021 and until their successors shall have been duly elected and qualified:

- | | | | |
|----|------------------------|---|-------------------------------|
| 1. | Virgil B. Prieto | - | Chairman |
| 2. | Elmer Z. Acance | - | President |
| 3. | Felicidad C. Dela Cruz | - | Member |
| 4. | Atty. Ryan D. Co | - | 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 18 JAN 2021 day of January 2021 at Pasay City, Metro Manila.


ATTY. CARLO ROBERTO C. SOLIS
Corporate Secretary

18 JAN 2021

SUBSCRIBED AND SWORN to before me this ___th day of January 2021, 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.: 405 ;
Page No.: 113 ;
Book No.: BT ;
Series of 2021.


ATTY. RACEL MAY P. BERDIN
Notary Public for Pasay City
Commission No. 20-29 until Dec. 31, 2021
Roll No. 71212
PTR No. PC7353093/Jan. 5, 2021/Pasay City
IBP No. 148583/Jan. 4, 2021/Masbate City
MCLE Compliance No. VI-0026892

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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:

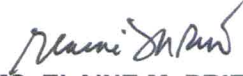

ATTY. CARLO ROBERTO C. SOLIS
Corporate Secretary

Attested by:


MR. VIRGIL B. PRIETO
Chairman and Stockholder

MR. VALENTIN PRIETO JR.
Stockholder

MR. ELMER Z. ACANCE
President, Director and Stockholder


MS. ELAINE M. PRIETO
Stockholder


MS. BEATRIZ MARIA ELENA M. PRIETO
Stockholder


MS. SOFIA MARIA TERESA M. PRIETO
Stockholder


MR. VALENTIN EDUARDO MIGUEL M. PRIETO III
Stockholder


MS. VICTORIA MARIA ROSARIO M. PRIETO
Stockholder


MR. CARLOS JUAN FRANCISCO M. PRIETO
Stockholder


MR. LORENZO JOSE AGUSTO GABRIEL M. PRIETO
Stockholder


MR. VERNON B. PRIETO
Stockholder


MS. VICTORIA REGINA P. FLORES
Stockholder


MS. FELICIDAD C. DELA CRUZ
Stockholder


MR. GERONIMO P. REYES
Independent Director and Stockholder


ATTY. RYAN D. CO
Independent Director and Stockholder