

**METROCARE HEALTH SYSTEMS, INCORPORATED**

Minutes of the Special Stockholders' Meeting

Held on 26 December 2025 at 1430H

At 147 Williams Street, Pasay City, Metro Manila

Stockholders Present:

**MR. VALENTIN PRIETO JR.**  
**MS. ELAINE M. PRIETO**  
**ATTY. VALENTIN EDUARDO MIGUEL M. PRIETO III**  
**DR. BEATRIZ MARIA ELENA P. PANGANIBAN**  
**MS. SOFIA MARIA TERESA M. PRIETO**  
**MR. CARLOS JUAN FRANCISCO M. PRIETO**  
**MR. LORENZO JOSE AUGUSTO 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 2026**

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 2026 in compliance with the requirement of the Insurance Commission under Circular Letter No. 2016-51 dated 06 September 2016, and subsequent issuances.

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 2026 and until their successors shall have been duly elected and qualified:

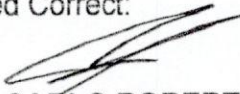
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|--------------------------------|---------------------------------|
| 1. Virgil B. Prieto            | - Chairman                      |
| 2. Sofia M. Prieto             | - President                     |
| 3. Maria Mercedes S. Jimenez   | - Member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

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

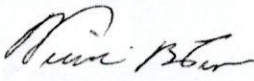
**IV. ADJOURNMENT**

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

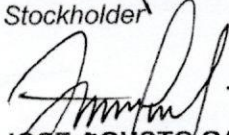
  
**MS. SOFIA MARIA TERESA M. PRIETO**  
President, Director and Stockholder


**MS. ELAINE M. PRIETO**  
Stockholder

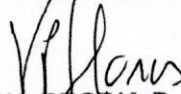
**DR. BEATRIZ MARIA ELENA P. PANGANIBAN**  
Stockholder

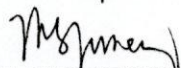
  
**MR. CARLOS JUAN FRANCISCO M. PRIETO**  
Stockholder

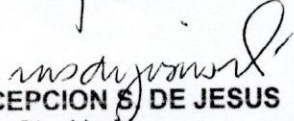
  
**ATTY. VALENTIN EDUARDO MIGUEL M. PRIETO III**  
Stockholder

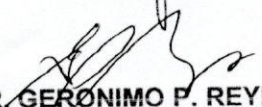
  
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Stockholder

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

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

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