

AGENDA

ANNUAL STOCKHOLDERS' MEETING

LIBERTY INSURANCE CORPORATION

On the 22nd day of May 2019 at the Executive Lounge,
6^F Jose Cojuangco and Sons Building, 119 de la Rosa Street,
Legaspi Village, Makati City at 11:30 A.M.

RATIONALE

- CALL TO ORDER – The Chairman will call the meeting to order.
- ATTENDANCE – The Secretary will report on the number of stockholders attending the meeting either in person or by proxy (in absentia).
- CERTIFICATION OF QUORUM – The Secretary shall certify to the attendance of a sufficient number of stockholders of record to constitute a quorum.
- NOTICE OF MEETING – The Secretary shall confirm that the Notice of Meeting and Proxy Form were disseminated to the stockholders of record **more than twenty-eight (28) days before** the scheduled date of meeting in accordance with the requirements of the ASEAN Corporate Governance Scorecard for listed corporations. **Attached to the Notice of Meeting and Proxy Form are: (1) the Agenda for the Annual Stockholders' Meeting and (2) the Profiles of Nominated Directors.**
- APPROVAL OF MINUTES – The stockholders will peruse, discuss and approve the minutes of last year's Annual Stockholders' Meeting.
- ANNUAL REPORT – The Annual Report will be presented to the stockholders **for their review, questions and/or comments and approval.**
- RATIFICATION OF ACTS OF – The Chairman will seek the ratification by the

- THE BOARD OF DIRECTORS – stockholders of all the acts/resolutions of the Board of Directors and Officers of the Company during the previous year. **The stockholders shall vote by poll and the votes will be tabulated by the Secretary.**
- RATIFICATION OF (1) INCREASE OF AUTHORIZED CAPITAL STOCK; (2) DECLARATION OF STOCK DIVIDENDS; AND (3) AMENDMENTS TO AMENDED BY-LAWS – The Chairman will move for the ratification of the increase of authorized capital stock and the declaration of stock dividends previously approved by the Board of Directors in its regular board meeting of 24 April 2019, thereby amending Article VII of the Corporation’s Amended Articles of Incorporation. **These resolutions shall be ratified by stockholders representing at least 2/3 of the Corporation’s outstanding capital stock.**

The Chairman will also move for the ratification of the amendments to the Corporation’s Amended By-Laws, in compliance with the Revised Corporation Code of the Philippines and the Code of Corporate Governance and subsequently approved by the Board of Directors in the regular board meeting of 24 April 2019.
 - ELECTION OF THE BOARD OF DIRECTORS – The Members of the Board of Directors for 2019-2020 shall be elected. **Stockholders shall be allowed to elect qualified directors individually. The stockholders shall vote by poll and their votes will be tabulated by the Secretary.**
 - APPOINTMENT OF EXTERNAL AUDITOR – The **re-appointment of Sycip Gorres Velayo and Company as the Corporation’s external auditor for 2019-2020** shall be approved by the Board.
 - ADJOURNMENT – Motion to Adjourn the meeting by any stockholder present during the meeting.