

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO ALL SHAREHOLDERS:

Notice is hereby given that a special meeting of stockholders of LIBERTY INSURANCE CORPORATION, will be held on Wednesday, 24 January 2018, at 11:00 a.m. at the Executive Lounge, 6F Jose Cojuangco & Sons Building, 119 Dela Rosa Street, Legaspi Village, Makati City, Metro Manila. The purpose of the meeting is to consider and vote upon the matters stated in items number 4 and 5 of the Agenda.

AGENDA

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval and ratification of the Plan of Merger dated 20 December 2017, and as may be further amended from time to time, pursuant to which Liberty Insurance Corporation, as the Surviving Corporation, will merge with IntraStrata Assurance Corporation, the Absorbed Corporation, and the stockholders of the Absorbed Corporation will be issued shares of stock of Liberty Insurance Corporation equivalent to thirty-five percent (35%) of the issued and outstanding capital stock upon increasing its authorized capital stock¹
5. Amendment of the Seventh Article of the Articles of Incorporation by increasing the authorized capital stock of the corporation from PhP300,000,000 divided into 3,000,000 shares of the par value of P100 each share to PhP500,000,000 divided into 5,000,000 shares of the par value of P100 each share
6. Such Other Matters as may Properly Come Before the Meeting, and
7. Adjournment.

For purposes of said meeting, the Stock and Transfer Books of the Corporation shall be closed from January 19 to 24, 2018. Accordingly, only stockholders of record as of January 19, 2018 shall be entitled to vote at said special meeting of stockholders.²


EUFROCINIO C. DE LA MERCED, JR.
Corporate Secretary

¹ This matter to be considered and voted upon during the special stockholders' meeting may give rise to the exercise of a dissenter's right of appraisal under the Corporation Code. Any dissenting stockholder who wishes to exercise his/her appraisal right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares.

² Section 6, Article I of the Amended By-Laws of Liberty Insurance Corporation