

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 BOARD OF DIRECTORS – The Chairman will seek the ratification by the 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 AND (2) DECLARATION OF STOCK DIVIDENDS – 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 a regular board meeting.
- 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.

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