



# PGA Sampo Insurance Corporation

A joint venture between: Prudential Guarantee and Assurance Inc. and Sampo Japan Nipponkoa Insurance Inc.

## **MINUTES OF THE SPECIAL BOARD MEETING**

Held at 5<sup>th</sup> Floor, Coyiuto House, 119 C. Palanca Jr. Street, Legaspi Village, Makati City  
on May 02, 2018 at 11:00 A.M.

### **PRESENT**

Robert Coyiuto, Jr.  
Fumihiko Harada  
Prudencio T. Coyiuto  
Maria Rosalina T. Coyiuto  
Celestino L. Ang  
Anita Victoria M. Ramos  
Francisco M. Bayot, Jr.  
Manuel M. Lopez  
Hiroshi Ishikawa  
Masanori Takashige

### **ALSO PRESENT**

Guia Magdalena L. Flaminiano

### **OBSERVERS**

Cristine C. Remollo

### **ABSENT**

Yuji Kawauchi  
Samuel G. Coyiuto  
James G. Coyiuto  
Justin C. Ongsue

### **1. Call to Order**

Mr. Robert Coyiuto, Jr., the Chairman of PGA Sampo Insurance Corporation (the "Corporation"), called the Special Board Meeting ("Meeting") of the Corporation to order and presided over the same. Ms. Guia Magdalena L. Flaminiano, the Corporate Secretary, acted as the Secretary of the Meeting and recorded the minutes of the proceeding.

### **2. Certification of Quorum**

The Secretary certified that since majority of the elected directors are present in this Meeting, there existed a quorum for the valid transaction of business.

### **3. Election of Independent Director**

The Chairman informed the Board of the resignation of Mr. Emmanuel C. Alcantara as Independent Director effective April 10, 2018. The Chairman then opened the nominations for the replacement of Mr. Emmanuel C. Alcantara.

Ms. Maria Rosalina T. Coyiuto nominated Mr. Manuel M. Lopez to serve the unexpired term of Mr. Emmanuel C. Alcantara.

Mr. Fumihiko Harada moved that nominations be closed, which was seconded by Mr. Hiroshi Ishikawa.

Upon motion duly made and seconded, the Chairman declared Mr. Manuel M. Lopez as Independent Director effective May 02, 2018.



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The Secretary then certified that as at May 02, 2018, the Independent Directors of the Corporation are as follows:

1. Ms. Anita Victoria M. Ramos
2. Mr. Francisco M. Bayot, Jr.
3. Mr. Justin C. Oongsue
4. Mr. Manuel M. Lopez

#### 4. Other Matters

The Chairman thereafter inquired if there are any other matters which need to be discussed or any further business to transact. Hearing none, the Chairman then moved on to the Adjournment of the Meeting.

#### 5. Adjournment

There being no further business to transact, the meeting was there upon adjourned.



**GUYA MAGDALENA L. FLAMINIANO**  
Corporate Secretary

ATTESTED BY:



**ROBERT COYIUTO, JR.**  
Director/Chairman



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APPROVED BY:

**YUJI KAWAUCHI**

Director/ Vice-Chairman

**SAMUEL G. COYIUTO**

Director/ Vice-President

**MARIA ROSALINA T. COYIUTO**

Director/Chief Finance Officer

**FUMIHIKO HARADA**

Director/ President & CEO

**JAMES G. COYIUTO**

Director/ Vice-President & Treasurer

**CELESTINO L. ANG**

Director/Vice-President

**HIROSHI ISHIKAWA**

Director/ Vice-President

**MASANORI TAKASHIGE**

Director

**PRUDENCIO T. COYIUTO**

Director

**ANITA VICTORIA M. RAMOS**

Independent Director

**FRANCISCO M. BAYOT, JR.**

Independent Director

**MANUEL M. LOPEZ**

Independent Director

**JUSTIN C. ONGSUE**

Independent Director