

COVER SHEET

8 0 1 1 8
SEC Registration Number

NATIONAL REINSURANCE
CORPORATION OF THE PHILIPPINES

(Company's Full Name)

3 1 F B P I - P H I L A M L I F E M A K A T I
6 8 1 1 A Y A L A A V E N U E M A K A T I
(Business Address: No., Street City / Town / Province)

Regina S. Ramos
Contact Person

(02) 8988-7400
Company Telephone Number

1 2
Month

3 1
Day

Fiscal Year
December 31, 2019

SEC Form 17-C
Board Meeting Approvals

FORM TYPE

4th Wednesday of June
Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

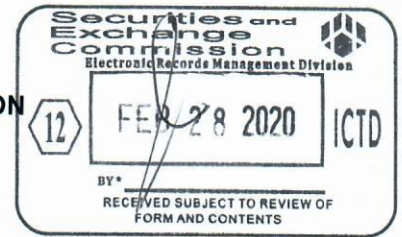
STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER



1. **27 February 2020**
Date of Report (Date of earliest event reported)
2. SEC Identification Number: **80118** 3. BIR Tax Identification No. **000-480-869-000**
4. **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, doing business under the names and styles of **Nat Re; Philippine National Reinsurance Company; PhilNaRe**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **31st Floor, BPI-Philam Life Makati Building,
6811 Ayala Avenue, Makati City**
Address of principal office
8. **(632) 8988-7400**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

1227
Postal Code

Title of Each Class	Number of Shares of Common Stock Outstanding
Common Shares	2,123,605,600
TOTAL	2,123,605,600

11. Indicate the item numbers reported herein:**Item 9 (other events)**
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Please be advised that at the meeting of the Board of Directors of NRCP held today 27 February 2020, the Board approved the following:

- (1) Scheduling of the **annual stockholders' meeting** of NRCP on June 24, 2020, 4th Wednesday of June in accordance with the Amended By-Laws, at the Carlos P. Romulo Auditorium, RCBC Plaza, Sen. Gil Puyat Avenue, Makati City.
- (2) Set the **record date** for the said annual stockholders' meeting on May 11, 2020;
- (3) Appointment of the audit firm, KPMG R.G. Manabat & Co. Philippines, as **board of canvassers** for the 2020 annual stockholders' meeting;
- (4) Subject to stockholders' approval and the favorable endorsement of the Insurance Commission, the Board also approved the amendment of **Article IV** of the Articles of Incorporation of the Company's term of existence:

"The Corporation shall have perpetual existence."

- (5) Amendment of the Company's **By-Laws**:

At the annual stockholders' meeting of the company held on June 27, 2012, the authority to amend the Company's By-laws was delegated to the Board of Directors. Pursuant to such delegated authority, the Board of Directors approved the following amendments to the Company's By-Laws:

- (a) Article II, Sec. 3 in order to read as follows:

Notice. Except as otherwise provided by law, written or printed, notice of every annual meeting or special meeting of stockholders, stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called shall be transmitted by personal delivery, telefax, electronic mail, *courier*, or by mail to each stockholder at his address as the same appears on the stock book of the Corporation, at least **twenty-eighty (28)** business days before the date of the meeting. Personal delivery of such notice to a stockholder shall be equivalent to mailing. Except as otherwise provided by law, no publication of notice of annual meeting of stockholders shall be required. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting to lack of notice of such meeting, shall constitute a waiver of notice by him. No notice shall be necessary for any adjourned meeting.

The notice of stockholders' meeting shall also set the date, time and place of the validation of proxies which, in no case, shall be less than five (5) calendar days prior to the annual stockholders' meeting to be held. The presence of any stockholder who may wish to be present in person or through counsel shall be allowed.

- (b) Article V, Sec. 9 in order to read as follows:

Quorum for Committee Meetings. A majority of the committee members shall be necessary and sufficient to constitute a quorum for the transaction of business by each committee, and the act of a majority of the committee members present at any meeting at which there is a quorum shall be the act of the particular committee. If at any committee meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. In view of modern technology, however, attendance at committee meetings through telephone or video conference or similar communications equipment, whereby all persons participating in the meeting can hear each other, may be allowed, and participation in such meeting in such manner shall constitute presence in person at such meeting.

- (6) Subject to stockholders' approval, the renewal of the delegation of authority to the Board to make further amendments to the Company's By-Laws in order to comply with the Revised Corporation Code of the Philippines, the circulars to be issued by the SEC implementing the Revised Corporation Code, and other applicable laws, rules and regulations.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, in the City of Makati on 27 February 2020.

**National Reinsurance Corporation of the Philippines,
doing business under the names and styles of Nat Re;
Philippine National Reinsurance Company; PhilNaRe**
Issuer


REGINA S. RAMOS
Vice President, Head of Risk & Compliance