

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. Date of Report (Date of earliest event reported)

Apr 22, 2021

2. SEC Identification Number

80118

3. BIR Tax Identification No.

000480869

4. Exact name of issuer as specified in its charter

NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

5. Province, country or other jurisdiction of incorporation

Metro Manila

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

31F BPI-Philam Life Makati, 6811 Ayala Avenue, Makati City

Postal Code

1227

8. Issuer's telephone number, including area code

(632) 9887498

9. Former name or former address, if changed since last report

n/a

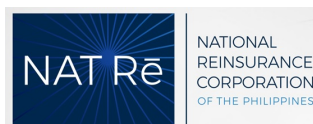
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	2,123,605,600

11. Indicate the item numbers reported herein

Item 9 (Other Events)

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



National Reinsurance Corporation of the Philippines
NRCP

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

NOTICE AND AGENDA ITEMS of the 2021 Annual Stockholders' Meeting of the National Reinsurance Corporation of the Philippines

Background/Description of the Disclosure

The 2021 Annual Stockholders' Meeting of the National Reinsurance Corporation of the Philippines will be held on June 23, 2021. The record date for stockholders entitled to be given notice, attend and vote at the meeting is on May 10, 2021. Please see attached Notice and detailed Agenda of our Annual Stockholders' Meeting, with an explanation on each agenda item for stockholders' approval.

Type of Meeting

- Annual
 Special

Date of Approval by Board of Directors	Feb 24, 2021
Date of Stockholders' Meeting	Jun 23, 2021
Time	3:30PM
Venue	Remote communication via Zoom Webinar
Record Date	May 10, 2021
Agenda	The following are the Agenda Items, as approved by the Board of Directors: 1. Call to Order 2. Proof of Notice of Meeting and Certification of Quorum 3. Approval of Minutes of Previous Stockholders' Meeting held on August 07, 2020 4. Management Report for the Year Ended December 31, 2020 5. Ratification of All Acts of the Board of Directors and Officers during the Preceding Year 6. Appointment of Independent Auditors 7. Increase of Per Diem of Regular and Independent Directors in Committee Meetings 8. Re-election of Mr. Medel T. Nera as Independent Director 9. Election of Directors 10. Other Matters 11. Adjournment

Inclusive Dates of Closing of Stock Transfer Books

Start Date	May 10, 2021
End Date	May 10, 2021

Other Relevant Information

The disclosure is being amended to provide our stockholders with the Notice and detailed Agenda Items with explanation for our 2021 Annual Stockholders' Meeting.

Filed on behalf by:

Name	Regina Ramos
Designation	Vice President and Head of Risk & Compliance



**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
JUNE 23, 2021 / 3:30 P.M.**

DEAR STOCKHOLDERS:

Please be advised that the Annual Meeting of Stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "**Company**") will be held virtually on June 23, 2021, Wednesday, at 3:30 P.M. The proceedings will be livestreamed and voting *in absentia* will be facilitated through the Company's secure online voting facility.

Agenda

1. Call to Order
2. Proof of Notice of Meeting and Certification of Quorum
3. Approval of Minutes of Previous Stockholders' Meeting held on August 07, 2020
4. Management Report for the Year Ended December 31, 2020
5. Ratification of All Acts of the Board of Directors and Officers during the Preceding Year
6. Appointment of Independent Auditors
7. Increase of Per Diem of Regular and Independent Directors in Committee Meetings
8. Election of Directors
9. Re-election of Mr. Medel T. Nera as Independent Director
10. Other Matters
11. Adjournment

A brief explanation of each item in the agenda is hereto attached as **Annex "A"** for your reference and guidance.

Record date. Stockholders of record as of May 10, 2021 shall be entitled to notice of, participation via remote communication, and voting in absentia at such meeting and any adjournment thereof.

Registration. Stockholders who wish to participate in the meeting via remote communication and to exercise their right to vote *in absentia* must register through the link provided in the company's website at <https://www.nat-re.com/investor-relations/annual-stockholders-meeting/> starting May 24, 2021 but no later than June 16, 2021 and submit the required information listed there. All information submitted will be subject to verification and validation.

Successfully registered stockholders can cast their votes *in absentia* through the Company's secure online voting facility and will be provided access to the live streaming of the meeting. For the detailed registration and voting procedures, please refer to our [Guidelines and Procedures for Participating via Remote Communication and Voting in Absentia](#) as set forth in the Definitive Information Statement and published in the Company's website.

Voting. You may vote *in absentia*, or through proxy. **Voting in absentia** is thru the online voting facility, the respective link will be emailed after validating the registration of stockholders. Deadline for casting of votes thru online voting facility is on or before **5:00 p.m. of June 16, 2021. To vote by proxy**, you may download, fill-up and sign the proxy form found in <https://www.nat-re.com/investor-relations/annual-stockholders-meeting/> and send the scanned signed copy to asm@nat-re.com not later than **June 11, 2021. For Corporate Stockholders**, in addition to the proxy form signed by your authorized officer, attach a copy of the related Secretary's Certificate. Validation of proxies shall be held on **June 17, 2021 at 2:00 P.M.**

Electronic Copies of Relevant Documents. Copies of the Notice of the Meeting, Definitive Information Statement, and other related documents in connection with the annual meeting may be accessed through the company's website and through the PSE Edge portal at <https://edge.pse.com.ph>.

For any concerns, please reach us through asm@nat-re.com.

For complete information on the Company's annual meeting, please visit www.nat-re.com/investor-relations/annual-stockholders-meeting.

April 22, 2021, Makati City, Metro Manila.

For the Board of Directors,


NOEL A. LAMAN
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Chairman, Wilfredo C. Maldia, will welcome the stockholders and guests and formally begin the 2021 Annual Stockholders' Meeting of National Reinsurance Corporation of the Philippines.

2. Report on Attendance and Quorum

The Corporate Secretary, Atty. Noel Laman, will certify that the Notice of Meeting was sent to all stockholders of record as of May 10, 2021, including the date of publication and the newspapers where the notice was published, and to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE), in accordance with rules and regulations of the SEC and the PSE.

He will also attest whether a majority of stockholders are present by proxy or remote communication, thereby constituting a quorum for the valid transaction of the Annual Stockholder's Meeting and matters set forth in the Agenda.

3. Approval of Minutes of Previous Stockholders' Meeting

Stockholders will be requested to approve the minutes of the Stockholder's Meeting held on August 07, 2020 which contain, among others (a) report of the president (b) ratification of the acts of the board of directors/officers (c) appointment of the external auditors, (d) amendment of Article IV of the Articles of Incorporation, (e) delegation of authority to the Board of Directors to amend the company's By-Laws, (f) increase in the per diem for regular and independent directors and (g) election of directors.

The minutes of the meeting are posted at the Corporation's website, visit www.nat-re.com/investor-relations/annual-stockholders-meeting and we request our stockholders to refer to it for good order.

4. Management Report for the Year Ended December 31, 2020

The President will report to the stockholders the result of the Company's performance for the year ending December 2020.

5. Ratification of All Acts of the Board of Directors and Officers During the Preceding Year

The Stockholders will be requested to approve all acts, decisions, and resolutions of the Board of Directors, and Officers of National Reinsurance Corporation of the Philippines made or undertaken in the year 2020 and until the date of the Stockholders' Meeting on June 23, 2021, as these are recorded in the books and records of the Corporation.

6. Appointment of Independent Auditors

The stockholders will be requested to approve, ratify and confirm the appointment of R.G. Manabat & Co., KPMG Philippines as the Independent Auditors of the Company for the audit period covering the year 2021.

7. Increase of Per Diem of Regular and Independent Directors in Board Committee Meetings

The stockholders will be requested to approve the increase of Per Diem of Regular and Independent Directors in Board Committee Meetings from Php 6,000 to Php 8,000, in recognition of the time and effort exerted by directors during board committee meetings as the discussions and deliberations are more extensive and comprehensive.

8. Election of Directors, including the Independent Directors

The Chairman will present to the stockholders the nominees for election as members of the Board of Directors, including the Independent Directors. The list of nominees with their profiles are included in the Definitive Information Statement which can be accessed through the company's website or through this link www.nat-re.com/investor-relations/annual-stockholders-meeting.

9. Re-election of Mr. Medel T. Nera as Independent Director

Mr. Nera has been an Independent Director of Nat Re since 2011. As such, he has gained a comprehensive understanding of the specialized business of a professional reinsurance company and has been providing meaningful insights and perspectives which are very helpful during the board and committee meetings. He actively Chairs the Risk Oversight Committee and likewise he actively participates in committee meetings where he is a member, and these include the Audit, the Governance & Related Party Transaction and the Investment & Budget Committees.

The Management of Nat Re strongly believes that retaining Mr. Nera in the company's board will be very beneficial to the continuing growth and strategic direction of the company. His business experience, knowledge and wisdom will be most valuable in the successful governance of this company.

10. Other Matters

The Chairman will open the floor for comments or queries by the stockholders. Questions and clarifications received from the Stockholders will be read and provided with the required response.

11. Adjournment

After consideration of all business, the Chairman shall declare the meeting adjourned. This formally ends the 2021 Annual Meeting of Stockholders of the National Reinsurance Corporation of the Philippines.