

**National Reinsurance Corporation of the Philippines
2023 Annual Stockholders' Meeting**

Frequently Asked Questions (FAQs)

ASM Quick Facts

1. *When and where will the 2023 Annual Stockholders' Meeting of Nat Re be held?*

Date: July 5, 2023 (Wednesday)

Time: 2:30 p.m.

Place: Carlos P. Romulo Auditorium, Podium 4, Tower II, RCBC Plaza, 6819 Ayala Avenue, Makati City

2. *When is the record date for stockholders entitled to vote and to participate?*

Record date is as of close of business on May 22, 2023.

Registration

1. *Who can register?*

Stockholders of record of National Reinsurance Corporation of the Philippines as of close of business on **May 22, 2023** may physically register at the venue of the meeting and present the following requirements for validation on July 5, 2023, from 1:30pm to 2:30pm.

A. For Individual Stockholders

1. Copy of valid government-issued ID of stockholder/proxy; and
2. If appointing a proxy, copy of proxy form duly signed by stockholder.

B. For Corporate Stockholders

1. Secretary's Certification of Board Resolution appointing and authorizing proxy to participate in the annual stockholders' meeting;
2. Copy of proxy form duly signed by authorized signatories; and
3. Valid government-issued ID of the authorized representative.

C. For Stockholders with shares under PCD participant/broker's account or "scripless shares"

1. Certification from broker as to the stockholder's shareholding;
2. Valid government-issued ID of stockholder; and
3. If appointing a proxy, copy of proxy form duly signed by stockholder.

Vote

1. How to vote:

Stockholders can vote by proxy or in absentia via the Nat Re's Online Voting Facility:

A. Voting by Proxy

Stockholders of record who will not attend the physical meeting can likewise cast their votes by accomplishing the proxy form and sending the same to the Company at the 31st Floor, BPI-Philam Life Makati, 6811 Ayala Avenue, Makati City or through email at asm@nat-re.com on or before June 23, 2023. The proxy form can be downloaded at <https://www.nat-re.com/investor-relations/annual-stockholders-meeting/#files>.

1.1. *Can I appoint the Chairman of the Meeting or other members of the Board of Directors as my proxy?*

Yes, you may appoint the Chairman of the Meeting or other directors as your proxy.

For you to appoint the Chairman of the Meeting or a Director of Nat Re, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting or the director as your proxy for the meeting.

1.2. *What if I want to appoint a proxy but I do not know anyone who can participate on my behalf?*

You may appoint the Chairman of the Meeting as your proxy. To do so, you must submit a fully accomplished proxy form appointing the Chairman of the Meeting as your proxy. Email the accomplished proxy form to asm@nat-re.com.

1.3. *I submitted my proxy form online. Do I still need to submit the original to the Corporate Secretary?*

We may require submission of the original proxy form if the electronic copy is not clear, or if the signature cannot be verified.

1.4. *What happens to my votes if I appoint the Chairman of the Meeting or any Director as my proxy?*

All your votes will be automatically counted in favor of all the agenda items for approval. This will be for both the items you specifically approved and those without indication.

B. Voting through Voting Portal

The voting portal shall be available from June 7, 2023 at 8:00 a.m. until 12:00 p.m. of July 5, 2023, for all Verified Stockholders. Beyond this time and date, a stockholder may no longer avail of the option to vote through the voting portal. Verified Stockholders shall be notified via email of the link for the voting facility via Google Form. For verification, please refer to the list of requirements below and email the respective requirements to asm@nat-re.com.

A. For Individual Stockholders

1. Copy of valid government-issued ID of stockholder/proxy; and
2. If appointing a proxy, copy of proxy form duly signed by stockholder.

B. For Corporate Stockholders

1. Secretary's Certification of Board Resolution appointing and authorizing proxy to participate in the annual stockholders' meeting;
2. Copy of proxy form duly signed by authorized signatories; and
3. Valid government-issued ID of the authorized representative.

C. For Stockholders with shares under PCD participant/broker's account or "scripless shares"

1. Certification from broker as to the stockholder's shareholding;
2. Valid government-issued ID of stockholder; and
3. If appointing a proxy, copy of proxy form duly signed by stockholder.

Verified Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Log-in to the voting facility by clicking the link sent by email to the active email address provided by the Verified Stockholder.
2. Upon accessing the voting portal, the Verified Stockholder can vote on each agenda item. A stockholder has the option to vote "For", "Against", or "Abstain" on the agenda items for approval.
3. For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.
4. Once the Verified Stockholder has finalized his vote(s), he can proceed to submit by clicking the "Submit" button. Once submitted, the stockholder can no longer modify their ballots.

1.5. Can I still change my votes on the voting portal after submitting them?

No. Once submitted, you can no longer modify your vote/s. However, if the stockholder also executed a proxy vote while at the same time casting his vote through the online voting facility, the vote through proxy shall prevail.

1.6. Can I pre-cast my votes and not use the voting portal?

Yes, but only if you are appointing a proxy for the meeting. You may submit a duly accomplished proxy form containing your votes to specific items in the agenda on or before June 23, 2023.

- 1.7. *I do not want to vote but I still want to join the Annual Stockholders' Meeting. What should I do?*

You may still register and attend the meeting at the ASM venue.

- 1.8. *How will Nat Re ensure that my votes are properly counted?*

The Office of the Corporate Secretary and our Stock Transfer Agent - RCBC will count and tabulate votes cast through the Online Voting Facility and through proxy votes and announce the results during the meeting. The Company has also engaged R.G. Manabat & Co. (KPMG Phils.) as an independent third party to validate the voting results.

Quorum

1. *Will I be counted as part of the quorum?*

Yes, stockholders who vote by proxy or *in absentia* shall be deemed present for purposes of quorum for the meeting.

2. *Will I be counted for quorum even if I don't vote?*

Yes, once you have successfully registered for the meeting, you will be counted as part of the quorum.

Joining the Physical Annual Stockholders' Meeting (ASM)

1. *Who can join / register in the ASM?*

Stockholders of record as of May 22, 2023 may join the ASM on July 5, 2023 at 2:30p.m. Registration will start at 1:30p.m to 2:30pm.

2. *Can I ask questions during the meeting?*

Yes, Stockholders of Record can ask questions during the Q&A portion of the meeting.

We also encourage our stockholders to email their questions or comments before or after the annual stockholders' meeting with the subject "ASM 2023 Feedback" to asm@nat-re.com.

All questions received during the meeting but are unread/unanswered due to time constraints will be answered separately by the Company through email.

3. *Can I record the meeting?*

No. The Company will however maintain a video recording of the proceedings, available to stockholders upon request, in accordance with existing regulations.