NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES
Makati City

Minutes No. 01 **24 June 2026**

MINUTES

Minutes of the Annual Meeting of Stockholders of
National Reinsurance Corporation of the Philippines
Held on 24 June 2026, at 2:00 P.M.
at the Carlos P. Romulo Auditorium,
RCBC Plaza, Makati City

Present:

Total Number of Shares Present in Person and/or Represented by Proxies:	**1,510,177,960** shares	**71.114%**
Absent Shares:	613,427,640 shares	28.886%
Total Number of Outstanding Shares:	2,123,605,600 shares	100%

Directors Present in Person:

EVELINA G. ESCUDERO
YVONNE S. YUCHENGCO
ALLAN R. SANTOS
JOLI CO WU
RAFAEL G. AYUSTE, JR.
SUSANA FONG
LESTER ONG
ANTONIO M. RUBIN
ENRICO GREGORIO TRINIDAD
DOMINADOR GREGORIO III
REX MA. A. MENDOZA
ROBERTO G. MANABAT

Also Present:

JACQUELINE MICHELLE C. DY
MA. PILAR M. PILARES-GUTIERREZ
MELINA ROSE E. GUTIERREZ-NER

1. **CALL TO ORDER**

Ms. Evelina G. Escudero, the Chairperson of the Board of Directors, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Ma. Pilar M. Pilares-Gutierrez, was the Secretary of the meeting and she recorded the proceedings.

2. **PROOF OF NOTICE AND CERTIFICATION OF QUORUM**

The Chairperson requested the Corporate Secretary to confirm whether the notice of the meeting was sent to the stockholders of record of the Corporation. The Corporate Secretary responded in the affirmative. She certified that copies of the Notice of the Annual Stockholders' Meeting were distributed in digital format via the company's website and PSE Edge, and also by publication of the Notice of Meeting with the QR code of the Company's Information Statement in two newspapers namely: The Business World and Philippine Daily Inquirer in both print and digital format on May 25 & 26, 2026 in accordance with the requirements of the Securities and Exchange Commission.

The Chairperson then inquired if a quorum was present for the transaction of corporate business. The Corporate Secretary declared that out of a total of 2,123,605,600 shares of stock outstanding and entitled to vote, 109,100 shares were represented at the meeting in person, and 1,510,068,860 shares were represented by proxies or participating in absentia at this meeting, corresponding to a total of at least 71.114% of the Corporation's total outstanding shares. On this basis, the Corporate Secretary certified that a quorum existed for the transaction of corporate business.

3. **APPROVAL OF MINUTES OF THE MEETING OF THE STOCKHOLDERS HELD ON JUNE 25, 2025**

Upon inquiry of the Chairperson, the Corporate Secretary certified that a copy of the Minutes of the Annual Stockholders' Meeting held on June 25, 2025, has been posted on the company's website since June 27, 2025. Furthermore, it was reported that a summary of the matters taken up during the previous annual meeting was provided in the Definitive Information Statement that was likewise posted on the company's website and on PSE Edge. The Chairperson then opened the floor for any motion for the approval of the Minutes of the Annual Stockholders' Meeting held on June 25, 2025. Upon motion made by a stockholder and duly seconded, the following resolution was approved:

Stockholders' Resolution ASM-2026-01

*"**RESOLVED**, that the Stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation") approve, as they hereby approve the Minutes of the Annual Stockholders' Meeting held on June 25, 2025."*

4. **REPORT OF THE PRESIDENT**

The Chairperson then called on the President of the Corporation, Mr. Allan R. Santos, to deliver the Message to the Shareholders and the Management Report for the year ended December 31, 2025. The full text of the President's Report is appended hereto as Annex "A" and made a part of these minutes.

Upon conclusion of the report of the President, the Chairperson opened the floor for any question regarding said report.

The following questions were asked, preceded by the President's response:

Question 1 (Atty. Selena Talusan): What were the effects of the US-Iran War on the Company?

President: The war has no substantial effect on Nat Re's reinsurance business since the Company does not have that much reinsurance exposures in the Middle East. In addition, most, if not all of the Company's Non-Life Insurance coverages exclude war risks.

However, there are indirect impacts to the Company as the war affects the global economy. One of which is the increased market volatility and inflationary pressures. For example, the price of oil has surged significantly because of the war. To mitigate such risks, the Company maintains a diversified underwriting portfolio, prudent investment strategies, and robust capital management practices, such as matching asset and liability durations and currencies.

Question 2 (Mr. Daniel Lim): What is the decision-making of the Company behind its investment portfolio? In particular, how do you decide what percentage of your present portfolio is in fixed income securities and equity securities? Back in 2017, when the stock market was relatively expensive and the dividend yields were low, around 20-30% of the Company's investment portfolio were in stocks. But now that dividend yields are high, the Company barely has any stock investments.

President: The Company has an Investment Committee, composed of members of the Board. Management recommends the Company's strategic asset allocation to the Investment Committee for review and eventually get the approval of the Board for said asset allocation.

In hindsight, it was a good decision to lessen the composition of equities in the portfolio. Ninety percent (90%) of the investment portfolio is now in fixed income, with the higher interest rates benefiting the Company. On the other hand, equities, particularly the Philippine Stock Exchange Index (PSEi), has underperformed the past several years, as compared to fixed income and other international equities market.

Recently, the Company has diversified its equities portfolio by also investing in the global market, particularly in response to the effects of the US-Iran War to the Philippine economy. We saw how the PSEi again underperformed because of the Philippines' vulnerability to the price of oil, whereas certain sectors in the international market, such as those involved in technology and Artificial Intelligence (AI) performed better. This has helped the Company's financial results last year and year-to-date.

Question 3 (Mr. Steven Soliven): Why does the Company have revaluation reserves in its accounting methodology?

President: The revaluation reserves are a result of the marked-to-market valuation of the Company's available-for-sale fixed income securities. When interest rates go up, the value of these assets would go down. That difference between the acquisition cost and the market value will be reflected as revaluation reserves. This is an accounting standard that the Company implements in terms of reporting results. The Company follows the applicable Philippine accounting and financial reporting standards in recording and reporting these amounts. In addition, the Company's financial statements are audited by an independent external auditor every year.

Question 4 (Mr. Wellington Chua): Does the Company accept earthquake risks? Did you suffer any losses in the recent earthquake in Davao?

President: Yes, the Company accepts earthquake risks. Recently, there was a strong earthquake in the Sarangani Province and there were infrastructure losses and quite a number of deaths from that earthquake. Certainly, the Company will have some losses from the said disaster but it will not be a major loss event because the reinsurance exposures are still limited in that part of the country. We recognize that it is unfortunate how many of those affected by the earthquake are still either uninsured or underinsured.

Question 5 (Mr. Daniel Lim): Does the Company have any projections or estimates of how IFRS-17 will impact its reported book value or net income?

President: IFRS-17 is a new accounting standard that will be implemented by the insurance industry next year. While the Company has conducted an initial assessment of how it might impact the Company's financials, there are no exact numbers yet as the Company is still in the process of developing the models for the projections. The Company has also studied the impact of IFRS-17 on other reinsurers which have implemented this ahead of Nat Re, and saw that there was a reduction in revenues, as there will be changes in how revenues are recognized under the new accounting standard. A certain portion of the premiums will not be recorded as revenues. Earnings-wise, the Company does not expect the impact to be significant. Capital-wise, for some of the reinsurers, there was a slight boost to their capital, particularly those who do not discount their reserves with interest.

There being no other questions raised, and upon motion made and duly seconded, the following resolution was approved:

Stockholders' Resolution ASM-2026-02

*"**RESOLVED**, that the Stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation") hereby note, and order received and filed with the Corporate Secretary the Management Report for the year ended December 31, 2025, in the form as presented."*

5. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS/OFFICERS

The meeting proceeded with the ratification of the acts of the Board of Directors and Officers of the Corporation performed or undertaken in the year 2025 and until the date of this meeting as they were recorded in the books and records of the Corporation. It was noted that a summary of the resolutions passed by the Board of Directors was provided in the Definitive Information Statement. There being no objections and upon motion made and duly seconded, the following resolution was formally introduced, seconded, and approved by the vote of at least two-thirds of the outstanding capital stock:

Stockholders' Resolution ASM-2026-03

> ***"RESOLVED**, that the Stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation") approve, ratify, and confirm, as they do hereby, all the acts, decisions, and resolutions of the Board of Directors and officers made or undertaken in the year 2025 and until the date of this meeting as these are reflected in the books and records of the Corporation."*

4. APPOINTMENT OF THE EXTERNAL AUDITORS

The Chairman informed the stockholders that upon proper recommendation of the Audit Committee, the Board of Directors, at a regular meeting held on February 26, 2026, approved and recommended for stockholders' ratification the appointment of *R.G. Manabat & Company (KPMG Philippines) ("R.G. Manabat &Co.")* as the external auditors of the Corporation for the year 2026. The appointment of *R.G. Manabat &Co.* as the independent auditors of the Corporation was then formally presented to the stockholders for approval. It was disclosed that Mr. Florizza Simangan of *R.G. Manabat & Co. (KPMG Philippines)* shall be the partner-in-charge of the Corporation's account for the current fiscal year. Upon motion made and duly seconded, *KPMG Philippines* was appointed as external auditors of the Corporation for the year 2026, and the following resolution was formally introduced, seconded and adopted:

Stockholders' Resolution ASM-2026-04

> *"**RESOLVED**, that the stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation") approve, ratify, and confirm, as they do hereby, the appointment of R.G. Manabat &Co. as the external auditors of the Corporation for the year 2026."*

6. ELECTION OF DIRECTORS

The meeting proceeded to the election of members of the Board of Directors of the Corporation for the year 2026-2027. Upon the directive of the Chairperson, the Corporate Secretary informed the stockholders of the provisions of the Articles of Incorporation relating to the nomination and election of the members of the Board of Directors. The Secretary stated that Article Sixth of the Amended Articles of Incorporation of *National Reinsurance Corporation of the Philippines* provides for thirteen (13) seats in the Board of Directors, at least three (3) of whom should be independent directors.

Thereafter, the Corporate Secretary informed the stockholders that the *Nomination Committee* received ten (10) nominees for Regular Directors and three (3) nominees for Independent Directors, and has prepared a Final List of Candidates for Independent Directors in accordance with *SRC Rule 38 (Nomination and Election of Independent Directors*). The Corporate Secretary also stated that in accordance with Section 23 of the *Revised Corporation Code of the Philippines*, every stockholder is entitled to vote in person (or in absentia) or by proxy the number of stock standing in his own name on the stock books of the Corporation as of the "*Record Date*" which "*Record Date*" had been fixed by the Board on May 11, 2026, and in the manner set forth in said Section 23 of the *Revised Corporation Code*.

At this point, the Chairperson announced that the Board of Directors and *Nomination Committee* received the names of thirteen (13) candidates to the Board of Directors of the Corporation for the year 2026-2027, to wit:

For Regular Directors:

EVELINA G. ESCUDERO
YVONNE S. YUCHENGCO
ALLAN R. SANTOS
JOLI CO WU
RAFAEL G. AYUSTE, JR.
SUSANA FONG
MARIA CONSUELO A. LUKBAN
LESTER ONG
ANTONIO M. RUBIN
ENRICO GREGORIO TRINIDAD

For Independent Directors:

DOMINADOR GREGORIO III
REX MA. A. MENDOZA
ROBERTO G. MANABAT

Considering that there were no other valid nominations, the Chairperson said that if there would be no objection, the actual balloting and voting would be dispensed with, and the election would be done through a motion. There being no objections, the Chairperson entertained a motion for the foregoing. A motion was made following the statement of the Chairperson, and the same duly seconded. The following resolution was then approved:

Stockholders' Resolution ASM-2026-05

*"**RESOLVED**, that the Stockholders of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES** (the "Corporation") elect, as they hereby elect the following, as directors of the Corporation for year 2026-2027, and until their successors are duly elected and qualified:*

For Regular Directors:

EVELINA G. ESCUDERO
YVONNE S. YUCHENGCO
ALLAN R. SANTOS
JOLI CO WU
RAFAEL G. AYUSTE, JR.
SUSANA FONG
MARIA CONSUELO A. LUKBAN
LESTER ONG
ANTONIO M. RUBIN
ENRICO GREGORIO TRINIDAD

For Independent Directors:

DOMINADOR GREGORIO III
REX MA. A. MENDOZA
ROBERTO G. MANABAT"

7. OTHER MATTERS

The Chairperson inquired if there were other matters to be taken up. The Corporate Secretary stated that there were no other items listed on the Agenda.

8. ADJOURNMENT

There being no other matters to be taken up during the meeting, upon motion made and duly seconded, the stockholders' meeting was adjourned. The newly elected directors were informed to proceed to the Hexagon Lounge of the RCBC Plaza for the organizational meeting of the Board of Directors.

ATTEST:

EVELINA G. ESCUDERO
Chairperson of the Stockholders' Meeting

MA. PILAR M. PILARES-GUTIERREZ
Secretary of the Stockholders' Meeting

ANNEX A

President's Report
Chairman and CEO's Message

Dear Shareholders,

The Philippine insurance industry reported robust premium and earnings growth in 2025, despite the year being headlined by devastating natural disasters that left significant losses. The magnitude 6.9 earthquake that hit Bogo in Cebu and the doublet quake that struck Davao Oriental with magnitudes 7.4 and 6.9 left cumulative economic losses worth PHP16.2 billion and PHP2.3 billion, respectively, and resulted in ninety deaths combined. Yet beyond the numbers lies a more pressing reality: the country's persistently low insurance penetration rate continues to leave many Filipino families, communities, and businesses financially vulnerable and underserved.

At Nat Re, we believe that resilience must begin before the next catastrophe strikes. As risks continue to evolve in both frequency and complexity, Nat Re remains committed to helping shape a more resilient future for the Philippines and the broader ASEAN region.

Generating Strong Financial Results Amidst Uncertainties

Amidst a year defined by heightened uncertainties and catastrophic events, Nat Re delivered strong financial results that reinforced the Company's resilience and long-term sustainability.

In 2025, the Company recorded a net profit of PHP 829.5 million, surpassing the previous year's performance of PHP 551.3 million by 50.5%. This was driven by strong underwriting performance and sustained investment income generation despite challenging market conditions.

Net underwriting income reached PHP 744.2 million in 2025, increasing by 49.4% from PHP 498.0 million in 2024, with stronger results from the Non-life Domestic and Life businesses driving the robust underwriting performance. Favorable claims development from prior underwriting years, particularly in the Fire portfolio, coupled with lower commissions incurred, significantly improved the performance of the Non-life Domestic business.

The Life business likewise posted stronger underwriting results, supported by higher premiums generated from a new foreign medical treaty and continued growth across existing medical treaties. These gains were partially tempered by unfavorable claims development from past underwriting years and higher experience refunds. Meanwhile, the Non-life Foreign business faced underwriting challenges due to lower premium income from Agriculture treaties, premium reversals, and unfavorable claims developments, although these were partly offset by lower commissions.

Despite a 4.9% decline in gross written premiums to PHP 5.7 billion, the Company maintained underwriting discipline and portfolio optimization strategies, which increased overall profitability. Combined ratio improved from 97.1% in 2024 to 91.5% in 2025, with loss ratio decreasing from 70.1% to 66.3% and commission ratio from 19.7% to 16.7%.

Investment and other income and expenses likewise remained a significant contributor to overall performance, increasing by 25.7% to PHP 670.3 million. This growth was driven primarily by higher interest income from government securities, gains from sale and favorable fair value movements in equity securities.

These results reflect Nat Re's prudent risk management strategies, disciplined underwriting approach, and diversified revenue streams – all of which continue to strengthen the Company's capacity to navigate volatility while sustaining long-term value creation for shareholders.

The Company's consistent improvement in the past several years, which ultimately resulted in a record financial performance in 2025, allowed us to declare Php 290 million in total regular cash dividends this year, equivalent to 0.137 peso per share. Nat Re's dividend policy was also amended to convey that the Company shall endeavor to distribute annual cash dividends equivalent to at least 30% of the prior year's audited net income.

Strengthening the Local Foundations of Resilience
Our recent efforts centered on strengthening the country's resilience mechanisms and supporting sectors that remain vulnerable to financial shocks.

In 2025, Nat Re took the lead in implementing the first phase of the Philippine Catastrophe Insurance Facility (PCIF) — a collaborative initiative with the Insurance Commission and industry partners designed to enhance the country's financial preparedness against major earthquake events. The initiative proved timely and relevant as the country experienced significant seismic events during the year. With nine participating insurers during its initial phase, the PCIF successfully provided support for claims arising from the Cebu and Davao earthquakes, demonstrating the value of collective risk-sharing mechanisms in strengthening national resilience.

Nat Re also actively participated in discussions with the Philippine Insurers and Reinsurers Association (PIRA), the World Bank, and the Department of Agriculture regarding private sector participation in agricultural insurance. These engagements aim to expand protection and financing for Filipino farmers, strengthen food security, and improve climate resilience within the agricultural sector.

At the same time, we continued to expand inclusive protection solutions that bridge protection gaps across different income levels. Our Life Reinsurance team introduced an affordable, microinsurance-type critical illness product focused on cancer protection to reach underserved sectors, while simultaneously broadening critical illness offerings for other market segments. We likewise continued providing microinsurance products, technical support, and risk management solutions to mutual benefit associations (MBAs) and cooperative insurers, helping strengthen community-based protection mechanisms across the country.

Recognizing the evolving healthcare landscape, Nat Re also collaborated closely with HMO companies under the Regulatory Sandbox Framework to develop second-layer medical and excess-of-loss structures that support expanded benefit limits and improved sustainability of healthcare coverage.

Championing Sustainability Beyond Geographical Boundaries
As sustainability risks increasingly transcend borders, Nat Re recognizes that resilience must likewise be built collectively through stronger regional partnerships, shared expertise, and coordinated action. Hence, Nat Re remained actively engaged in advancing climate resilience, sustainability, and regional cooperation across ASEAN and the broader international insurance community.

In 2025, we continued supporting the ASEAN Renewable Energy Pool (AREP), contributing to regional risk-sharing mechanisms that strengthen protection for renewable energy assets across Southeast Asia. Through initiatives such as AREP, Nat Re supports the transition toward cleaner and more sustainable energy systems while helping build resilience within emerging green infrastructure sectors.

We also strengthened our international footprint in agriculture reinsurance and deepened strategic regional partnerships, enabling greater risk diversification while opening new opportunities for sustainable growth and innovation.

Our participation in key regional and international forums, including the ASEAN Disaster Risk Financing and Insurance initiative, the Asian Reinsurers' Summit, the ASEAN Insurance Council and Regulators Meeting, and various actuarial and microinsurance platforms, reflects our commitment to thought leadership, knowledge-sharing, and collaborative action to address evolving risks and protection challenges.

Planting the Roots of Sustainability Within
Internally, Nat Re continued embedding sustainability principles into its operations, investment decisions, and corporate culture.

Our investment portfolio clearly reflects this commitment. As of year-end 2025, seventy-seven percent (77%) of our PHP 11.2-billion portfolio remained invested in government securities, supporting infrastructure development and broader social progress. We likewise expanded investments in sustainable financial instruments, including Philippine Sustainable Bonds and ESG-labelled issuances such as green and blue bonds, bringing our sustainability-linked investments to 5.3%% of our total portfolio.

Through these investments, funds are directed toward renewable energy projects, water security initiatives, affordable housing, MSME development, and climate adaptation programs – ensuring that our financial resources contribute meaningfully to nation-building and sustainable economic development.

In support of our Net Zero aspirations, we continued strengthening environmentally responsible practices across our operations. During the year, we reduced paper usage by 20%, accelerated paperless transactions, and reinforced sustainable procurement practices that minimize the use of single-use plastics. We also advanced our environmental accountability by estimating greenhouse gas emissions using internationally recognized methodologies, allowing our environmental initiatives to align with measurable and science-based outcomes.

For the seventh consecutive year, Nat Re continued supporting mangrove and inland tree-planting initiatives that contribute to carbon sequestration, ecosystem restoration, and biodiversity protection, including programs supporting the Sierra Madre mountain range. In 2025, we further expanded these efforts through a partnership with a public high school in Quezon City for tree-planting activities and by conducting our third dish garden workshop to promote urban greening and environmental awareness within communities.

These initiatives reinforce our belief that sustainability must begin within the organization – through responsible governance, mindful resource management, and a culture that empowers employees to become active contributors to environmental stewardship.

Sustaining Trust Among Peers
Our steadfast commitment to advancing the overall development of the insurance industry has continued to bear fruit. In recognition of these efforts, we were honored with several prestigious accolades in 2025:

- ASEAN Reinsurer of the Year (InsuranceAsia News Awards for Excellence 2025)
- Life & Health Reinsurer of the Year (Asia Consumer Insurance Awards 2025)
- Two (2) Golden Arrows for Good Corporate Governance (Institute of Corporate Directors)

Driving Transformative Change for a Resilient Tomorrow
Nat Re believes that sustainability in the (re)insurance sector must extend beyond individual institutions and translate into collective, industry-wide transformation.

As the country's sole national reinsurer and a regional reinsurer with a growing ASEAN footprint, we recognize that our role extends far beyond providing reinsurance capacity. We are uniquely positioned to help shape the industry's future by fostering collaboration, promoting innovation, and strengthening resilience across markets.

Through active engagement with regulators, insurers, development institutions, and regional partners, Nat Re continues to spearhead initiatives that address evolving risks, close protection gaps, and support responsible underwriting practices. By sharing expertise, convening stakeholders, and aligning our initiatives with regional and global sustainability frameworks, we help catalyze systemic change that advances climate adaptation, inclusive growth, and long-term financial stability throughout ASEAN.

In 2025, Nat Re did not merely respond to change – we helped shape it.

EVELINA G. ESCUDERO
Chairperson

ALLAN R. SANTOS
President and CEO