

**MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF
AVEGA MANAGED CARE, INC.**

Held on 16 May 2025, at 10:00 a.m.
At the 7th Floor, Board Room, Feliza Bldg., V.A. Rufino St.,
Legaspi Village, Makati City and via remote communication

Stockholders Present:	No. of Shares
MARIO M. SILOS	85,811
JEREMY G. MATTI	11,654
AUDREY MELDY B. GALLARDO	11,654
NORMAN NOEL P. AMORA	3,108
FULLERTON HEALTH PHILIPPINES HOLDINGS CORPORATION	179,995
MARGARETA LAMINTO	1
KENNETH WING-CHEUNG CHEUNG	1
HO KUEN LOON	1
SURESH MARIMUTHU	1
ALEXANDER A. PATRICIO	1
JOHN ALOYSIUS S. BERNAS	1
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Stockholders present or represented	<u>292,228</u>
Total number of issued and outstanding shares	<u>300,000</u>

Also Present:

MAGILYN T. LOJA
ANNIEFAIR A. AUSAN-USON
MICHAEL A. BALBANERO
JEFF E. DATINGALING

1. CALL TO ORDER

The Chairman, Mario Angelo M. Silos, presided and called the meeting to order while the Corporate Secretary, Atty. Magilyn T. Loja, recorded the minutes thereof.

2. INVOCATION

Upon request of the Chairman, an invocation was delivered before the assembly.

3. PROOF OF NOTICE AND QUORUM

In compliance with SEC Memorandum Circular No. 6, Series of 2020, the Corporate Secretary conducted a roll call of the stockholders and those present provided their full names, location and devices being used. The stockholders likewise confirmed that they clearly hear and see the other attendees, and that they have received the notices and materials for this meeting.

The Corporate Secretary certified that a quorum was present for the transaction of business, there being present stockholders representing 100% of the outstanding capital stock of the Corporation.

4. APPROVAL OF PREVIOUS MINUTES

The Chairman then stated that the first item on the agenda is the reading and approval of the Minutes of the Annual Meeting of the Stockholders held on 8 May 2024.

Considering that the minutes were previously transmitted to all stockholders for their review, upon motion duly made and seconded, the reading of the minutes was dispensed with and the same were unanimously approved.

5. PRESIDENT'S REPORT

The President, Norman Noel P. Amora, then gave a report on the performance of the Corporation during the year ended 2024. The Chairman then opened the floor for additional questions or clarifications, if any. There being no further questions, the Chairman proceeded to the next item on the agenda.

6. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

The Chairman thereafter stated that the next item in the agenda is the ratification of acts of the Board of Directors and Officers of the Corporation for the year 2024 to date. Upon motion made and duly seconded, the following resolution was unanimously approved and adopted:

“RESOLVED, that all contracts, acts, proceedings, elections and appointments heretofore made or taken by the Board of Directors, the Board Committees and Officers of AVEGA MANAGED CARE, INC. (the “Corporation”) for the year 2024 to date, be and the same are, hereby approved, ratified and confirmed.”

7. ELECTION OF DIRECTORS

The meeting proceeded to the election of directors. The following stockholders were nominated as Directors of the Corporation. The nomination of these stockholders was submitted to the Nomination, Remuneration, and Corporate Governance Committee. Considering that there

were no other nominations, the Corporate Secretary, upon instruction of the Chairman and the stockholders, cast all votes in favor of the nominees. Thus, the following stockholders were elected as Directors for the current year and until their successors shall have been duly elected and qualified:

MARIO M. SILOS
NORMAN P. AMORA
AUDREY MELDY B. GALLARDO
HO KUEN LOON
MARGARETA LAMINTO
YAN LAM
KENNETH WING CHEUNG
SURESH MARIMUTHU – *Independent Director*
JOHN ALOYSIUS S. BERNAS – *Independent Director*
ALEXANDER A. PATRICIO – *Independent Director*

8. APPROVAL OF THE 20234 AUDITED FINANCIAL STATEMENTS

The Chairman then stated that the next item on the agenda is the approval of the Audited Financial Statements for the year 2024. Upon motion duly made and seconded, the following resolutions were approved and adopted:

“RESOLVED, that the stockholders of AVEGA MANAGED CARE, INC. (the “Corporation”) approved, as they hereby approve, the Corporation’s Audited Financial Statements for year ending 31 December 2024, as certified by the external auditor, Navarro Amper & Co. (Deloitte);

“RESOLVED, FURTHER, that the following:

NAME	TITLE
Norman Noel P. Amora	President
Audrey Meldy B. Gallardo	Treasurer

are hereby authorized to make the necessary arrangements in order to effect the release of the Corporation’s Audited Financial Statements, including the authority to sign, execute and/or deliver the same and any and all documents in the name of the Corporation in connection therewith;

“RESOLVED, FINALLY, that a signed copy of these resolutions be submitted to the External Auditor that shall serve as the written authority of the aforementioned Officers in effecting the release of the Corporation’s Audited Financial Statements ending 31 December 2024, which resolutions shall remain valid until the same are otherwise revoked.”

9. APPOINTMENT OF AUDITORS

The body then discussed the proposal for the appointment of the Corporation's external auditors. Upon motion duly made and seconded, the following resolution was unanimously approved and adopted:

"RESOLVED, that the stockholders of AVEGA MANAGED CARE, INC. (the "Corporation") hereby appoints Navarro Amper & Co. (Deloitte) as the Corporation's external auditors for the calendar year 2025."

10. APPOINTMENT OF EXTERNAL COUNSEL

The stockholders then discussed the proposal for the appointment of the Corporation's external counsel. Upon motion duly made and seconded, the following resolution was unanimously approved and adopted:

"RESOLVED, that the stockholders of AVEGA MANAGED CARE, INC. (the "Corporation") appoint, as they hereby, appoint Esguerra & Blanco Law Offices as the Corporation's external counsel for calendar year 2025."

11. ADJOURNMENT

There being no further business to transact, on motion duly made and seconded, the meeting was thereupon adjourned.


MAGILYN T. LOJA
Corporate Secretary

Attested by:

MARIO ANGELO M. SILOS
Chairman