

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
RF INSURANCE BROKERS INC.

Unit No. 14B 14th Floor, Petron Mega Paza Bldg.
358 Sen. Gil J. Puyat Ave., Makati City
15 June 2026 at 10:00AM

DIRECTORS PRESENT:

Rex Maria A. Mendoza
Maria Anna Concepcion G. Mendoza
Janice Marie P. Fernando
Bernardo F. Abis
Enrique Romeo G. Mendoza

ABSENT: None

I. CALL TO ORDER / CERTIFICATION OF QUORUM

Stockholders duly notified and consisting of 100% of the entire issued and outstanding capital stock of the Corporation, as well as, majority of the members of the Board of **RF Insurance Brokers Inc.** (the "Corporation") having been notified and there being a quorum present, the meeting was called to order by Rex Maria A. Mendoza, who acted as Chairperson of the meeting. Eljene M. Gomintong acted as Secretary of the meeting and recorded the minutes thereof.

The Secretary certified as to the existence of a quorum for the transaction of corporate business.

II. APPROVAL OF THE MINUTES OF THE 2025 ANNUAL STOCKHOLDERS' MEETING

The first item on the agenda was the reading and approval of the minutes of the Annual Meeting of the Stockholders and Board of Directors held on June 15, 2025. Copies of the minutes were included in the kits. Upon motion duly made and seconded, the following resolutions were unanimously approved and adopted:

Resolution S-01, Series of 2026

RESOLVED, that RF Insurance Brokers Inc. (the "Corporation") approves, as it hereby approves, the Minutes of the Annual Stockholders' Meeting held on June 15, 2025.

III. MANAGEMENT/ ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

The next item on the agenda was the presentation of the Management/Annual Report for the year ended 31 December 2025. Copies of the presentation materials were flashed on screen and are attached to these Minutes.

The Corporation's President & CEO, Rex Maria A. Mendoza presented the management and operational financial results for the year 2025. He reported that 2025 marked the Corporation's second year of operations following the issuance of its Insurance Broker's License by the Insurance Commission on 26 July 2024. While the Corporation was incorporated and issued its Certificate of Registration by the Securities and Exchange Commission on 06 September 2023, commercial operations commenced only after obtaining its Insurance Broker's License. Accordingly, 2025 represented the Corporation's first full year of operations.

The President & CEO further reported that on 05 November 2025, the Corporation was granted its HMO Broker's License by the Insurance Commission, enabling it to expand its range of services by offering Health Maintenance Organization (HMO) products in addition to its existing insurance brokerage business.

The President noted that throughout the year, the Corporation continued to strengthen its operational capabilities, enhance its corporate governance and regulatory compliance framework, and expand its client base and strategic business relationships. The successful acquisition of the HMO Broker's License represented a significant milestone in the Corporation's growth strategy and reinforced its commitment to broadening its service offerings. Despite still being in the early stages of its operations, the Corporation made meaningful progress toward achieving its strategic objectives and remained committed to sustainable growth, operational excellence, and the creation of long-term value for its clients, business partners, and other stakeholders.

After discussion, the Chairperson requested approval of the Management/Annual Report. Upon motion duly made and seconded, the following resolution was adopted:

Resolution S-02, Series of 2026

RESOLVED, as it is hereby resolved, that the Management/ Annual Report for the year ended 31 December 2025, as presented by the Corporation's President & Chief Executive Officer, **Rex Maria A. Mendoza**, be, as it is hereby, received, approved, ratified, confirmed, and adopted in all respects.

RESOLVED FURTHER, that the Management/ Annual Report, together with the operational highlights, financial performance, business developments, and strategic initiatives discussed therein, be made part of the official records of the Corporation.

RESOLVED FINALLY, that the officers of the Corporation be, as they are hereby, authorized and directed to undertake such acts as may be necessary or appropriate to implement the matters set forth in the Management/ Annual Report and to carry out the Corporation's strategic plans and business objectives, subject to applicable laws, the Corporation's By-Laws, and the directives of the Board of Directors.

The materials of which are appended to this Minutes.

IV. PRESENTATION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 2025

The 2025 Financial Statement as audited by Francisca C. Godinez CPA, MBA was presented for consideration and approval. Upon motion duly made and seconded, the following resolutions were unanimously approved and adopted:

Resolution S-03, Series of 2026

RESOLVED, as it is hereby resolved, that the Corporation's Audited Financial Statements for the year ended 31 December 2025, as presented to the stockholders and audited by the Corporation's external auditor, be, as they are hereby, approved, ratified, confirmed, and adopted in all respects, and that the same shall form part of the official records of the Corporation.

V. RATIFICATION OF CORPORATE ACTS OF THE CORPORATION

The next item on the agenda was ratification of all resolutions of the Board and acts of the officers taken or adopted during the preceding year, as well as the contracts and transactions entered into by the Corporation for the period until the present annual meeting. Upon motion duly made and seconded, the following resolutions were unanimously approved and adopted:

Resolution S-04, Series of 2026

RESOLVED, that all resolutions and other acts of the Board of Directors and the Management of RF Insurance Brokers, Inc. (the "Corporation") during the preceding year, as well as all contracts and transactions entered into by the Corporation for the same period, be, as they are hereby approved, confirmed, and ratified.

VI. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR YEAR 2026-2027

The Chairperson then proceeded with the election of the members of the Board of Directors for the year 2026-2027. The Chairperson opened the floor for nomination of the directors. The following were nominated as Directors:

1. Rex Maria A. Mendoza
2. Maria Anna Concepcion G. Mendoza
3. Janice Marie P. Fernando
4. Bernardo F. Abis
5. Enrique Romeo G. Mendoza

There being no further nominations, and upon motion made and duly seconded, the nominations were closed, and the above-named individuals were declared duly elected as members of the Board of Directors of the Corporation for the ensuing year and until the election and qualification of their successors. The following resolution was adopted:

Resolution S-05, Series of 2026

RESOLVED, as it is hereby resolved, that the following have been elected as Members of the Board of Directors of RF Insurance Brokers Inc.

Rex Maria A. Mendoza
Maria Anna Concepcion G. Mendoza
Janice Marie P. Fernando
Bernardo F. Abis
Enrique Romeo G. Mendoza

Mr. Bernardo F. Abis, is designated as the corporation's independent director.

Upon nomination, the following were duly elected to the position opposite their names and appointed for Fiscal Year 2026-2027:

Chairman of the Board	Rex Maria A. Mendoza
President and CEO	Rex Maria A. Mendoza
Treasurer	Enrique Romeo G. Mendoza
Corporate Secretary	Eljene M. Gomintong

There being no further nominations, and upon motion made and duly seconded, the nominations were closed, and the above-named individuals were declared duly elected as Officers of the Corporation for the ensuing year and until the election and qualification of their successors.

Hence, the following resolution was adopted:

Resolution S-06, Series of 2026

RESOLVED, as it is hereby resolved, that the following have been elected as Officers of RF Insurance Brokers Inc.

Chairman of the Board	Rex Maria A. Mendoza
President and CEO	Rex Maria A. Mendoza
Treasurer	Enrique Romeo G. Mendoza
Corporate Secretary	Eljene M. Gomintong

VII. APPOINTMENT OF EXTERNAL AUDITOR

The next item on the agenda was the designation and appointment of an external auditor for the ensuing fiscal year 2026. A nomination was heard from the floor to appoint Francisca C. Godinez as the Corporation's external auditor for 2026. After discussion and upon motion made and duly seconded, the stockholders approved the following resolutions:

Resolution S-07, Series of 2026

RESOLVED, that the auditing firm of Francisca C. Godinez, be hereby appointed as the Corporation’s external auditor for the ensuing fiscal year 2026.

VIII. OTHER MATTERS

Authorized Signatories

Proposed signatories of the corporation were presented by Mr. Rex Ma. A. Mendoza. The following officers were thereafter designated as signatories by the board.

Resolutions S-8, Series of 2026

“RESOLVED, AS IT IS HEREBY RESOLVED, that for the purposes of:

1. Opening and maintaining savings/ current accounts with banks, including investment placements, securities trading accounts, and custody accounts with banks and financial institutions for the Corporation;
2. Signing or endorsing checks, notes, bank drafts, withdrawal slips or other records for the payment of money drawn against any and all bank accounts opened and maintained by the Corporation;
3. Signing, executing, endorsing, and delivering any and all contracts, agreement with counterparties, and other documents, including instructions, applications, invoices, receipts, certifications, notices and acknowledgments which may be necessary or incidental to the Corporation’s transactions with counterparties, the following set of officers and directors, signing jointly, are authorized and empowered to sign or endorse for and on behalf of the Corporation:

Rex Ma. A. Mendoza	Sgd.
Janice Marie P. Fernando	Sgd.
Enrique Romeo G. Mendoza	Sgd.

4. Act as the Corporation’s authorized and duly appointed attorneys-in fact to negotiate, discuss and represent the Corporation in partnerships, deals, transactions that will be for the best interest of the Corporation;
5. Any and all acts as may be authorized by the Board of Directors.

IX. ADJOURNMENT

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

ATTESTED CERTIFIED TRUE AND CORRECT:

Stockholders and Directors:

Sgd.
REX MARIA A. MENDOZA
Chairman / Director
TIN No. 129-544-647

Sgd.
MARIA ANNA CONCEPCION G. MENDOZA
Director
TIN No. 122-301-576

Sgd.
JANICE MARIE P. FERNANDO
Director
TIN No. 204-920-573

Sgd.
BERNARDO F. ABIS
Director
TIN No. 111-785-782

Sgd.
ENRIQUE ROMEO G. MENDOZA
Director
TIN No. 500-222-889

Countersigned:

Sgd.
Eljene M. Gomintong
Corporate Secretary
TIN No. 420-659-797