



June 21, 2023

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**BETHEL GENERAL INSURANCE AND SURETY CORPORATION**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Bethel Gen Insurance will be held at the **Board Room, Bethel General Insurance and Surety Corporation, Head Office**, Unit 200 Valero Plaza Condominium, 124 Valero Street, Salcedo Village, Makati City, on **July 14, 2023, 10:00 in the morning**, with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on May 12, 2022
4. Report of the President and CEO
5. Approval of Audited Financial Statements as of December 31, 2022
6. Ratification of the Acts of the Board and Management
7. Election of Directors for the ensuing year
8. Appointment of External Auditor - I.T. Sabado and Associates
9. Adjournment

Stockholders **may also join through remote communication (Zoom)**. The Independent Party to count the votes and validate the same is QHI Audit.

In accordance with the Company's Amended By-Laws, any stockholder entitled to vote may be represented by proxy.

For your reference, the following are attached to this Notice: Proxy Form, Agenda Details and Rationale, and the Profile of the Candidates to the Board.

(Sgd.) **ROZAIRE G. OMBAO-BAGARES**  
Corporate Secretary

**AGENDA**  
**Details and Rationale**

1. **Call to Order.** The Chairman of the Board of Directors will call the meeting to order.
2. **Certification of Notice and Quorum.** The Corporate Secretary will certify that copies of this notice were sent to Stockholders of record and will certify the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.
3. **Approval of the Minutes of the Annual Meeting of Stockholders held on May 12, 2022**

Stockholders will be asked to approve the draft Minutes and acknowledge the completeness and accuracy thereof. Below is the text of the proposed resolution:

“RESOLVED, that the Stockholders of the Corporation hereby approve the Minutes of the Annual Stockholders’ Meeting held on May 12, 2022.”

4. **Report of the President and CEO.** The Report summarizes for the Stockholders the result of operations and key achievements during the past year 2022. The Report further provides the Stockholders the strategies of the Management to reach the goals set for 2023, and a background of the opportunities and challenges to be faced by Bethel Gen.
5. **Ratification of the Acts of the Board and Management.** The Stockholder’s ratification of the acts of the Board of Directors and Management affecting the operations of Bethel Gen in 2022 will be sought. The proposed resolution is:

“RESOLVED, that all acts, resolutions and deeds of the Board of Directors and Management of the Company from the annual Stockholders’ Meeting held on May 12, 2022 up to the date of this meeting, be as they hereby are, confirmed, ratified and approved.”

6. **Election of Directors for the ensuing year.** For this year, the candidates for the Board of Directors are the following:
  - a. ATTY. SIEGFRED MISON
  - b. AMIEL M. MERCADO
  - c. JOSELITO C. BANTAYAN
  - d. AILEEN A. UY
  - e. LANIE D. SANTOS
  - f. JONATHAN M. CRUZ
  - g. VIDA T. CHIONG
  - h. DOMINGA G. GARCIA

Stockholders will be given the opportunity to elect the directors for 2023-2024 through voting by poll.

7. **Appointment of External Auditor.** The stockholders will appoint the external auditor for 2023-2024, who has the responsibility to prepare the annual audited financial statements. The Audit Committee will favorably recommend an external auditor. Below is the proposed resolution:

“RESOLVED, that I.T. Sabado and Associates, Certified Public Accountants, be, as they hereby are, re-appointed as external auditors of the Company for the year 2023-2024.”

8. **Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

**PROXY**

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of **Bethel General Insurance and Surety Corporation** (the "Company"), do hereby appoint, name and constitute \_\_\_\_\_ as my true and lawful proxy, with full power of substitution or delegation, for me and in my name and stead, to attend any regular or special meeting of the stockholders of the Company, including postponements and adjournments thereof, to vote all shares of stock in the Company which I own, may hereafter own, or authorized to vote in my capacity as administrator, executor or attorney-in-fact. I hereby authorize my Proxy to exercise full discretion to act and vote on my behalf.

HEREBY GIVING AND GRANTING unto the said Proxy full power and authority to do and perform every legal act and thing whatever requisite or necessary to be done in and about the premises as fully to all intents and purposes as I might or could lawfully do, and CONFIRMING all that the said Proxy shall lawfully do or cause to be done by virtue hereof.

Signed this \_\_\_\_ day of June 2023.

\_\_\_\_\_

Printed name and signature of Stockholder

Address:

\_\_\_\_\_

\_\_\_\_\_

Contact Number/s and e-mail address:

\_\_\_\_\_

\_\_\_\_\_