

LIBERTY INSURANCE CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

25 May 2022

To All Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of the **Liberty Insurance Corporation** will be held on **Wednesday, 25 May 2022**, with the proceedings to be conducted virtually and streamed live via

<https://us02web.zoom.us/j/82617434232?pwd=K312OU1iNW5ML0x0ZG1Oa0E4Q2hwdz09>

Meeting I.D.:

Passcode:

from the 4th Floor Conference Room of Liberty Insurance Corporation, Jose Cojuangco and Sons Building, 119 de la Rosa Street, Legaspi Village, Makati City, Metro Manila, at 11:30 A.M.

The Agenda of the Meeting are as follows:

1. Call to Order
2. Attendance
3. Certification of Quorum
4. Notice of Meeting
5. Approval of Minutes
6. Annual Report
7. Ratification of Acts of the Directors
8. Ratification of
 - (i) Increase of Authorized Capital Stock; and
 - (ii) Declaration of Stock Dividends
9. Election of the Board of Directors for 2022-2023
10. Appointment of the External Auditor
11. Adjournment

The Profiles of Nominee Directors are likewise attached for your reference and consideration.

Votes will be cast through ballot or proxies. If you cannot be present at the meeting, kindly accomplish the attached proxy form and return the same to the Corporate Secretary at the 7th Floor Jose Cojuangco and Sons Building, 119 de la Rosa Street, Legaspi Village, Makati City or via email at info@libertyinsurance.com.ph not later than 3:00 P.M. of Friday, 13 May 2022.

The Organizational Meeting and the Regular Meeting of the Board of Directors will be convened immediately after the adjournment of the Annual Stockholders' Meeting.

Makati City, Metro Manila, Philippines, 2 May 2022.

EUFROCINIO C. DE LA MERCED JR.
Corporate Secretary



PROXY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of the **LIBERTY INSURANCE CORPORATION**, do hereby nominate, constitute and appoint _____, as the attorney and proxy of the undersigned at the annual meeting of the stockholders of the above-named Corporation on **25 May 2022**, and at all adjournments thereof, and for and on behalf of the undersigned to vote upon any and all matters to be taken up in the said meeting according to the number of shares of stock of the said Corporation which the undersigned owns and would be entitled to vote if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the said attorney and proxy shall lawfully do or cause to be done in the premises.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand at _____, this _____ day of _____ 2022.

(Signature of Stockholder)

(Printed Name of Stockholder)

AGENDA

ANNUAL STOCKHOLDERS' MEETING

LIBERTY INSURANCE CORPORATION

To Be Streamed Live from the 4th Floor Conference Room
of Liberty Insurance Corporation, Jose Cojuangco and Sons Building,
119 de la Rosa Street, Legaspi Village, Makati City on the
25th day of May 2022 at 11:30 A.M.

RATIONALE

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| ● CALL TO ORDER | — | The Chairman will call the meeting to order. |
| ● ATTENDANCE | — | The Secretary will report on the number of stockholders attending the meeting either in person, through videoconferencing or by proxy (in absentia). |
| ● CERTIFICATION OF QUORUM | — | The Secretary shall certify to the attendance of a sufficient number of stockholders of record to constitute a quorum. |
| ● NOTICE OF MEETING | — | The Secretary shall confirm that the Notice of Meeting and Proxy Form were disseminated to the stockholders of record more than twenty-one (21) days before the scheduled date of meeting in accordance with the requirements of the Revised Corporation Code. Attached to the Notice of Meeting and Proxy Form are: (i) the Agenda for the Annual Stockholders' Meeting and (ii) the Profiles of Nominated Directors. |
| ● APPROVAL OF MINUTES | — | The stockholders will peruse, discuss and approve the minutes of last year's Annual Stockholders' Meeting. |
| ● ANNUAL REPORT | — | The Annual Report will be presented to the stockholders for their perusal, questions and/or comments and approval. |
| ● RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS | — | The Chairman will seek the ratification by the stockholders of all the acts/resolutions of the Board of Directors and Officers of the |

- RATIFICATION OF
(i) INCREASE OF
AUTHORIZED CAPITAL
STOCK AND
(ii) DECLARATION OF
STOCK DIVIDENDS

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Company during the previous year. **The stockholders shall vote by poll and the votes will be tabulated by the Secretary.**

The Chairman will move for the ratification of the increase of authorized capital stock and the declaration of stock dividends previously approved by the Board of Directors in a regular board meeting.

- ELECTION OF THE BOARD
OF DIRECTORS

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The Members of the Board of Directors for 2022-2023 shall be elected. **Stockholders shall be allowed to elect qualified directors individually. The stockholders shall vote by poll and their votes will be tabulated by the Secretary.**

- APPOINTMENT OF
EXTERNAL AUDITOR

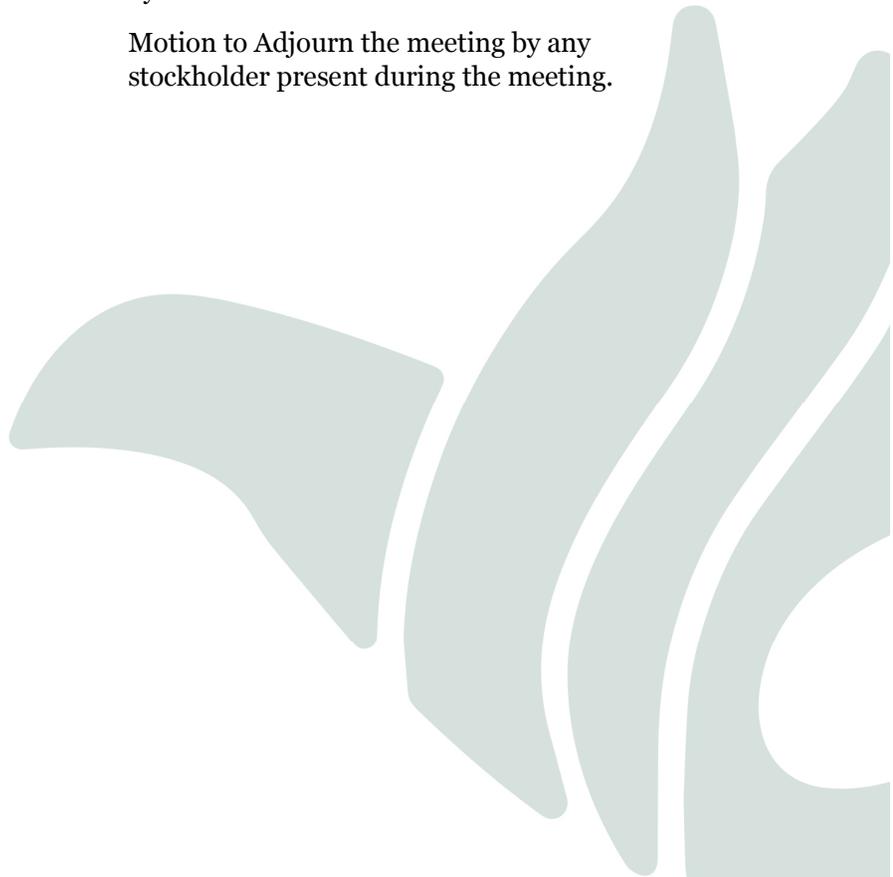
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The re-appointment of **Reyes Tacandong & Co. as the Corporation's external auditor for 2022-2023** shall be approved by the Board.

- ADJOURNMENT

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Motion to Adjourn the meeting by any stockholder present during the meeting.



Profiles of Nominated Directors for Election (2022):

NAME	AGE	QUALIFICATIONS
1. Fernando C. Cojuangco	58	Mr. Cojuangco is a lawyer who holds a Bachelor of Laws degree from the Ateneo de Manila University School of Law. He became a member of the Philippine Bar in 1989. He holds a Bachelor of Arts degree in Economics from the University of California and is a member of the <i>Omicron Delta Epsilon Honors Society</i> . He was elected as Chairman of the Board and President of Liberty Insurance Corporation (LIC) on 24 August 2011. He is currently the Chairman of the Board of LIC. He is the President and Chief Operating Officer of Central Azucarera de Tarlac, a listed corporation. He is likewise the President and Chief Operating Officer of Luisita Land Corporation. He is the Chairman of the Board and President of Agrikulto and Central Luzon Cane Growers. He is the Vice President and Chief Operating Officer of CAT Realty Corporation and Tarlac Distillery Corporation. He is also the Chief Operating Officer of the following corporations: Jose Cojuangco and Sons, Inc., Tarlac Development Corporation, Luisita Golf and Country Club, Inc., JC Enterprises, Inc., Centenary Holdings, Inc., Central Luzon Cane Growers, Inc., Luisita Marketing Corporation and L.A. Cojuangco Foundation.
2. Enrique Robert C. Reyes	54	Mr. Reyes graduated from the University of Asia and the Pacific with a Bachelor of Arts degree in Humanities with a Field of Specialization in Entrepreneurial Management. He was elected as Vice President and Director of Liberty Insurance Corporation on 24 August 2011. He is also the Vice Chairman of the FEU-NRMF. Mr. Reyes is not a director of a listed corporation.
3. Maria Elena A. Cruz	66	Mrs. Cruz received her Bachelor of Science degree in Commerce from Assumption College. She was re-elected as Director of Liberty Insurance Corporation (LIC) in July 2005. She is also the Executive Assistant to the President of LIC since 1997. Mrs. Cruz is the Chairperson

- of the Ninoy & Cory Aquino Foundation. She is not a director of a listed corporation.
4. Jaime Simeon C. Lopa 60 Mr. Lopa obtained his Bachelor of Science degree in Agricultural Business from the University of the Philippines – Los Baños in 1983. He also earned a Masters degree in Business Economics from the University of Asia and the Pacific in 2000. He attended a Corporate Governance Orientation Program on August 27, 2015. Mr. Lopa was elected Treasurer of Liberty Insurance Corporation on December 1, 2014 and holds the same position to this day. He is the current President of WeSolve, Inc. and a Trustee of the Ninoy & Cory Aquino Foundation. He was a former ExCom Member of Central Azucarera de Tarlac and a former Director of Luisita Realty Corporation. Mr. Lopa is not a director of a listed corporation.
 5. Luisita Immaculada Angeles Alexandra (LIAA) Cojuangco-Bautista 57 A doctor by profession, Mrs. Cojuangco-Bautista graduated from the College of Medicine and Surgery of the University of Santo Tomas. She was elected a Member of the Board of Directors of Liberty Insurance Corporation on June 2003. She is also a Pediatrician at the Department of Pediatrics of the Makati Medical Center. Mrs. Cojuangco-Bautista is not a director of a listed corporation.
 6. Maria Ernestina C. Teopaco 52 Ms. Teopaco majored in AB Psychology at the De La Salle University. She became a Member of the Board of Directors of Liberty Insurance Corporation on 27 February 2013. She was the Manager of the Administrative Department-HRAS of Jose Cojuangco and Sons, Inc. Ms. Teopaco is not a director of a listed corporation.
 7. Ramon V. Ocampo 68 Mr. Ocampo is a graduate of the Ateneo de Manila University with a degree in Interdisciplinary Studies. He also obtained his MBA from the same university. He is currently an Independent Director of Liberty Insurance Corporation. Mr. Ocampo is the President of Ephphatha, Inc. He is also a director and officer of Catholic Travel, Inc. Mr. Ocampo is not a director of a listed corporation.
 8. Leonardo C. Guison III 61 Mr. Guison is a Doctor of Medicine who graduated from the UERM-MMC. He holds a B.S. Biology degree from the Ateneo de Manila University. He also obtained Post Graduate

Residencies in Surgery from the Medical City, St. Luke's Medical Center and the University of California, San Diego. He became a Member of the Board of Directors of Liberty Insurance Corporation on 23 November 2011. Mr. Guison is currently the Medical Director of the Medicamenta Pharmacea de San Lucas. He has been a Volunteer Physician at the Hospicio de San Jose for 30 years. He is also a Physician at the Sta. Teresita General Hospital. Mr. Guison is not a director of a listed corporation.

9. Carol Daisy P. Velasco

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Mrs. Velasco studied in both the University of the Philippines and the University of the East and graduated with a Bachelor of Science degree in Education. She obtained some masteral units in UE. She holds a Diploma in Theology and a Diploma in Biblical Studies from the Life Bible College in Sydney, Australia. She also obtained a Diploma in Tourism from TAFE, Sydney, Australia. She was elected a Director of Liberty Insurance Corporation on 26 November 2014 and is an Independent Director thereof. Mrs. Velasco is a Senior Pastor of the Faith in Christ Fellowship. She is not a director of a listed corporation.

10. Vida T. Chiong

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Mrs. Chiong is a Retired Deputy Commissioner of the Insurance Commission, where she served in various positions beginning 1981 until becoming Chief Insurance Specialist of the Rating Division. On 27 January 1999, she was appointed Deputy Commissioner of the Insurance Commission and retained said position until her retirement on 15 September 2016. She was also a Faculty Member (Mathematics Department) of the Feati University from 1971-2000. Mrs. Chiong graduated with a Bachelor of Science Degree in Mathematics, *Cum Laude*, from the Feati University in 1970. She holds a Diploma in Statistics from the University of the Philippines and received her Master of Science in Management degree from Feati University in 1990. Mrs. Chiong is also a Doctor of Management Science (24 units) from the Technological Institute of the Philippines. She was a Delegate/Participant in various local and international conferences, attended a long list of professional and capacity-building seminars and served as a Resource Speaker in a host of other local and foreign fora. Mrs. Chiong became a Member of the Board of Directors of Liberty Insurance Corporation on 28 August

11. Josefina M. Salvador

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2019 and is an Independent Director thereof. She is not a director of a listed corporation.

Mrs. Salvador is a Certified Public Accountant who graduated with a Bachelor of Science degree in Accounting from the Polytechnic University of the Philippines in 1980. She is a member of the Philippine Institute of Certified Public Accountants. She has attended various courses conducted by the Insurance Institute for Asia and the Pacific, SGV & Co. and Ariva Academy. Mrs. Salvador assumed the position of First Vice President and General Manager of Liberty Insurance Corporation on October 1999. On February 24, 2016, she became the President of Liberty Insurance Corporation and a Member of its Board of Directors. Mrs. Salvador is not a director of a listed corporation.

