



ARMED FORCES AND POLICE MUTUAL BENEFIT ASSOCIATION, INC.

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SUMMARY OF THE MINUTES OF THE 2018 ANNUAL GENERAL MEMBERSHIP MEETING 9 June 2018 - 9 A.M. - AFPMBAI Social Hall

I. Call to Order

GEN CARLITO G GALVEZ JR AFP, Chairman of the AFPMBAI Board of Trustees, presided over the meeting and called the meeting to order at 9:30 A.M.

II. Proof of Due Notice of the Meeting

The Corporate Secretary, Atty Renato A David, attested that the Notice for the Annual General Membership (AGM) Meeting was duly published in the Manila Bulletin and in the People's Journal on 9 May 2018 in accordance with the required notices pursuant to Article VI, Section 3 of the By-Laws.

III. Proof of Presence of Quorum

Atty David reported that there were 227 registered regular members present, composing the quorum. He also introduced the members of the Board of Trustees present, including AFPMBAI's corporate officers, as well as the members of the Committee on Election (COMELEC). These were the following:

Members of the Board of Trustees:

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| 1. GENERAL CARLITO G GALVEZ JR AFP | Chief of Staff, AFP
Chairman of the Board of AFPMBAI |
| 2. MGEN ROBERT M AREVALO AFP | Vice Chairman of the Board,
Chairman of the Social Services
Program Committee (SSPC), and
Representative of the Philippine Army |
| 3. RADM PRIMITIVO P GOPO AFP (RET) | AFPMBAI President and CEO |
| 4. LTGEN RAUL S URGELLO AFP (RET) | Independent Trustee and Chairman
of the Risk Management and Related
Party Transaction Committee |
| 5. COMMO VIRGILIO S GARCIA AFP (RET) | Independent Trustee and Chairman
of the Governance Committee |

6. BGEN FLORENTINO P MANALASTAS JR AFP (RET) Independent Trustee and Chairman of the Audit Committee
7. MGEN ARNEL M DUCO AFP Representative of the AFP Joint Staff and Chairman of the Nomination and Remuneration Committee
8. RADM ROLANDO D LEGASPI PCG Representative of the Philippine Coast Guard and Chairman of the Investment Committee
9. MGEN JOSE P TANJUAN JR AFP Representative of the Philippine Air Force
10. CSUPT AURELIO C TRAMPE JR PNP Representative of the Philippine National Police
11. CSUPT ALFRED S CORPUS PNP Representative of the Philippine National Police
12. CSUPT LEONIDES P PEREZ BFP Representative of the Bureau of Fire Protection
13. CSUPT ALLAN S IRAL BJMP Representative of the Bureau of Jail Management and Penology
14. FCMS LITO A TOMPAYOGAN (INF) PA The AFP Sergeant Major

Other Officers Present:

1. BGEN LIBRADO B MOOG AFP (RET) AFPMBAI Treasurer, Head Corporate Services Group and Chief Corporate Services Officer
2. BGEN ROLANDO M AQUINO AFP (RET) Head, Area Branch Operations Division
3. LTCOL JEFFERSON C ALMAZAN PA (RET) Compliance Officer and Head, Executive Services Division

COMELEC Members

1. BGEN SER-ME L AYUYAO AFP The Judge Advocate General, AFP and COMELEC Chairman
2. COL MA VICTORIA M GIRAO JAGS (MNSA) Army Judge Advocate - Member
3. COL ERWIN VICTORIANO A MACHICA III JAGS (GSC) Naval Judge Advocate – Member
4. LTC TERESITA P ESPIRITU (JAGS) PA Acting Air Judge Advocate – Member

5. SSUPT ORLANDO T MELCHOR PNP Chief of Staff, PNP Legal Service - Member

IV. Opening Remarks

Chairman Galvez gave his opening remarks with the following salient points:

- Welfare of valued members of the uniformed services and steadfast commitment to deliver services and benefits;
- Recognition of those present to participate in the Annual General Membership Meeting (AGM);
- Significant improvements in financial performance and governance practices;
- Continued commitment to provide social services;
- Challenges in operations of AFPMBAI and its subsidiaries; and
- Motivation to keep on serving the uniformed servicemen, especially those in the field.

V. Approval of the Minutes of the Annual General Membership Meeting dated 29 April 2017

The Minutes of the Annual General Membership Meeting held on 29 April 2017 was approved, with minor correction.

VI. Matters Arising from the Minutes of the Previous Meeting

BGen Rosalino Alquiza AFP (Ret) discussed the term of engagement of the external auditor of the Association, and his query was responded to by BGen Florentino Manalastas Jr AFP (Ret), Chairman of the Audit Committee.

VII. Report of the President and CEO

RAdm Primitivo P Gopo AFP (Ret), President and CEO, gave his report on the status of the Association, with the following salient features:

- Experience as Captain of Team AFPMBAI;
- Historical growth of the Association;
- Financial and Operational Performance;
- Increased benefits given to its members;
- Acknowledgement of GRADE Scholars present;
- Corporate Social Responsibility programs;
- Brand and Customer Satisfaction Survey Results, Special Penalty Condonation Program, Compliance and Governance activities and its results; and
- Continued commitment to achieve AFPMBAI's Vision, Mission, and Strategic Objectives.

BGen Alquiza commended the Board of Trustees and Management for its excellent performance last year. He inquired about the upgrade of Basic Insurance and recommended that the coverage of this insurance be increased. President Gopo agreed and underscored the need for higher insurance coverage especially for those fighting in the field.

The Chairman committed that the Association will undertake a massive information drive for the members, to orient them on insurance products as investments. He stated that the Board will take this matter up on their strategic planning for 2018.

The report of the President and CEO was duly noted by the members.

VIII. Proposed Amendments to the By-Laws

The Proposed Amended Articles of Incorporation and Proposed New By-Laws of the Association were approved by the members, as presented by the Governance Committee Chairman, Commo Virgilio S Garcia AFP (Ret), with the inclusion that one of the qualifications of the Corporate Secretary shall remain as a member of the Bar. For the Articles of Incorporation, a provision for allowance and per diems of the Board of Trustees was included in the amendments.

IX. Ratification of the Acts and Resolutions of the Board of Trustees, Corporate Officers, and Management

The actions, decisions, agreements, transactions, policy statements, and resolutions of the Board of Trustees, Corporate Officers, and Management from January 1 to December 31, 2017 was ratified. BGen Alquiza suggested that the ratification should cover all acts from the last AGM to just prior to the coming AGM. The Chairman stated that the Board will take this suggestion up in the upcoming Board Retreat.

X. Appointment of External Auditor

BGen Florentino P Manalastas Jr AFP (Ret), Chairman of the Audit Committee, informed the members that the external auditor for CY 2017 and 2018 had already been selected out of eight (8) auditing firms; however, stated that the selection of the external auditor to conduct the statutory audit starting CY 2019 would begin in the first quarter of the year, to give ample time for presentation for approval of the members during the Annual General Membership Meeting usually conducted in April. BGen Manalastas also informed the members that the Audit Committee has revised its charter to ensure that an external auditing firm is hired every two (2) years but shall not exceed six (6) years.

XI. Election of the Board of Trustees for 2018-2019

At this point of the meeting, Chairman Galvez turned the floor over to the Chairman of the COMELEC, the Judge Advocate General of the AFP, BGen Ser-Me L Ayuao JAGS (GSC). BGen Ayuyao informed the body that fifteen (15) members of the Board of Trustees will be elected in accordance with Article IX, Section 2 of the Amended By-Laws, and that only regular members are qualified to be nominated and be voted upon.

For an orderly procedure, BGen Ayuyao asked those who will nominate candidates to state their full name and the full name of the regular member being nominated. He also informed the body that the nominees have given their written consent to be nominated and elected as members of the AFPMBAI Board of Trustees for 2018-2019 to the Nomination Committee prior to the meeting, in accordance with the requirement of the Securities and Exchange Commission (SEC) per SEC Memorandum Circular No 16, Series of 2016.

Upon opening the floor for nomination, Gen Galvez was nominated from the floor as a member of the Board of Trustees. Gen Galvez was also allowed by the members present to nominate the other fourteen (14) members of the Board. Gen Galvez then cast his votes to nominate the other members of the Board of Trustees. Thereafter, the COMELEC Chairman declared the following as the duly-elected members of the Board:

1. Gen Carlito G Galvez Jr AFP
2. MGen Robert M Arevalo AFP
3. MGen Romeo N Dela Cruz AFP
4. MGen Arnel M Duco AFP
5. RAdm Jande S Francisco AFP
6. MGen Jose P Tanjuan Jr AFP
7. FCMS Lito A Tompayogan (INF) PA
8. CSupt Alfred S Corpus PNP
9. CSupt Aurelo C Trampe Jr PNP
10. RAdm Rolando D Legaspi PCG
11. CSupt Allan S Iral BJMP
12. CSupt Leonides P Perez BFP
13. LtGen Raul S Urgello AFP (Ret)
14. BGen Florentino P Manalastas Jr AFP (Ret)
15. MGen Romeo V Poquiz AFP (Ret)

XII. Oath-taking of the Members of the Board of Trustees

At this point, The COMELEC Chairman administered the oath of the newly elected members of the Board of Trustees.

XIII. Other Matters

The members did not raise any other matters for discussion.

XIV. Adjournment

There being no other matter to discuss, the meeting was adjourned at 11:59 A.M.