

NOTICE TO ALL STOCKHOLDERS

Please take notice that the annual meeting of the stockholders of Travellers Insurance & Surety Corporation (the "Corporation") will be held on 05 August 2020, Thursday, 10:00 A.M., at 10th Floor G.E. Antonino Building, T. M. Kalaw St. corner J. Bocobo Street, Ermita, Manila. The organizational Board of Directors Meeting will be held immediately after the ASM.

AGENDA:

1. **Call to Order**
2. **Proof of Notice and Certification of Quorum**
3. **Message of the President and approval of the Financial Statements**
4. **Presentation of Annual Report**
5. **Ratification and Confirmation of All Acts of the Board of Directors and Officers for the year 2020**
6. **Election of Directors:** (Brief Profile attached)

SAMUEL U. LEE
MAYBELLE L. LIM
SANDRA L. ANG
EDGARDO P. DAVID
MARIANITO G. FARAL
FLORINDA R. CALLO
NORMITA C. TEE
NORMANDY D. BALDOVINO, Jr.*
ERANIO L. PUNSALAN*

(*Independent Director)

7. **Amendment of the Articles of Incorporation** – FIRST, name of the corporation shall be TRAVELLERS INSURANCE & SURETY (TRISCO) CORPORATION; SECOND, that the number of Directors of the Corporation shall be Eleven (11), inclusive of three (3) Independent Directors; THIRDLY, that there should be an increase of the company's Authorized Capital Stock from PHP 600,000,000 to PHP 2,000,000,000.
8. **Amendment of the By-laws** –
 - ARTICLE II *CORPORATE SEAL*
 - SEC. 1;
 - ARTICLE VI *STOCKHOLDER'S MEETING'S*
 - SEC. 2
 - SEC. 3;
 - ARTICLE VII *BOARD OF DIRECTORS*
 - SEC. 1
 - SEC. 13
 - Letter F
 - Letter G
 - SEC. 15;
 - ARTICLE VIII *OFFICERS OF THE CORPORATION*
 - SEC. 1;
 - ARTICLE IX *POWERS & DUTIES OF THE OFFICER*
 - SEC. 3;

- Succeeding sections were renumbered accordingly to Sec. 4,5,6,7,8,&9
- SEC. 6;
- ARTICLE XI- *PROFITS, DIVIDENDS, & LIQUIDATIONS OF THE COMPANY*
 - SEC. 1
 - Letter B.

9. Deliberation on the re-appointment of DIAZ MURILLO DALUPAN & COMPANY as external auditor.

10. Other matters

11. Adjournment

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the **attached proxy form** and returning the same to the Office of the Corporate Secretary, at least twenty four (24) hours before the time set for the scheduled annual stockholders meeting.

For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory and representative.

By Order of the Board of Directors

Manila, 6 July 2020


Atty. FLORENCE B. CARANDANG
Corporate Secretary

BRIEF PROFILE:

Samuel U. Lee, 57, Filipino, is the present Chairman of TRISCO and was first elected to the Board on May 2013. Concurrently, he serves as the Chairman, CEO, CFO and/or Director of various sister companies and affiliates of TRISCO. A licensed Mechanical Engineer and a graduate of De La Salle University Manila, he brings to the board his varied expertise in insurance, finance and logistics.

Maybelle L. Lim, 62, Filipino, has been elected Vice Chairperson and CEO of TRISCO since June 2014. She was the first woman to have been elected as Chairperson of TRISCO from 2010 until 2013. She holds a degree in Elementary Education from University of the East Manila.

Edgardo P. David, 71, Filipino, currently the President and General Manager of TRISCO and was first elected to the Board on July 2005. He is a member of the following organizations: Rotary Club of Makati Poblacion; Philippine Institute of Certified Accountant; Philippine Insurers Club; Insurance Institute of Asia and the Pacific; Philippine Insurance & Reinsurance Association; Collection Assistance of Surety & Insurance Companies; PCA Gold Association; U.P. Tee Jots; Amateur Golfers & Associates; and Philippine Association of Surety Underwriters, Inc. Mr. David has over 46 years of experience in the insurance industry, of which the past 30 years held senior management positions and in those positions he was exposed to corporate business across all sectors. A CPA and Non-Life Company Underwriter (All Lines), Mr. David holds a Bachelor's Degree in Accounting from Philippine College of Commerce (now Polytechnic University of the Philippines) and MBA from Ateneo De Manila University, and a Special Course from Asian Institute of Management.

Marianito G. Faral, 68, Filipino, was elected Director of TRISCO on July 2005. He is currently the Senior Vice President, Comptroller of TRISCO since July 2014. He is a member of Philippine Institute of Certified Accountant and Association of Insurance Accountants of the Philippines. Having been with the insurance industry for over 41 years, Mr. Faral's accounting expertise and financial auditing played a big role in the company. From 2003 until 2014 he served as Vice President, Comptroller of TRISCO. Mr. Faral, a CPA, earned his Bachelor's degree in Accounting from Golden Gate Colleges.

Sandra L. Ang, 54, Filipino, was elected Director of TRISCO on December 2003. She is the majority individual stockholder of TRISCO. At present, she holds the position of SVP-Treasurer. A licensed Doctor of Dentistry, she obtained her Bachelor of Science in Dentistry at University of the East Manila.

Florinda R. Callo, 53, Filipino, was elected Director of TRISCO on June 8, 2016 being the nominee to the Board of TRISCO's affiliate, Toptraders Import Export Corporation. At present, she holds the position of VP-Finance. Concurrently, she

serves as Treasurer/CFO for various affiliate companies. Ms. Callo holds the degree of Bachelor in Accountancy from Polytechnic University of the Philippines.

Normita C. Tee, 58, Filipino, and was elected Independent Director of TRISCO in 2009 and served as such for seven (7) straight years until 2016. She presently heads the Audit of the group of companies owned by Mr. Samuel U. Lee. Ms. Tee is a Certified Public Accountant and a cum laude graduate of Bachelor of Science in Commerce Major in Accounting from University of Sto. Tomas and Masteral Units in Business Administration from Ateneo de Manila University.

Normandy D. Baldovino, Jr., 49, Filipino, was elected Independent Director of TRISCO on June 8, 2016. He currently serves as a director of Lukban Telephone System, Inc. A law practitioner 1994, he heads The Law Firm of Normandy D. Baldovino, Jr. with expertise on criminal, civil and corporate laws. He is also a member of PLDT Triathlon Team; Autism Society Philippines; San Beda Law Alumni Association; Integrated Bar of the Philippines Quezon City Chapter; and Lambda Rho Beta Fraternity where he served as the Grand Whip in 1993. Atty. Baldovino, Jr. holds the degrees of Bachelor of Arts in Behavioral Science from University of Santo Tomas and Bachelor of Laws from San Beda College.

Eranio L. Punsalan, 72, Filipino, and was elected Independent Director in 2017. He is a certified public accountant and a lawyer. The founder and partner of E.L. Punsalan and Associates (law and accounting firm), General Management Executive with a unique blend of expertise in corporate management, taxation, and law, and a dedicated educator focused on corporate values formation, corporate governance and ethics. Atty. Punsalan holds the degrees of Master of Laws (Thesis-Corporate Governance) and Bachelor of Laws both from Ateneo de Manila University; Bachelor of Science in Accounting and Master in Business Administration both from University of the East; and a Professional Directors Program (Graduate) from the Institute of Corporate Directors.