

## NOTICE TO ALL STOCKHOLDERS

Please take notice that the annual meeting of the stockholders of Travellers Insurance & Surety (TRISCO) Corporation (the “Corporation”) will be held on 08 July 2022, Monday, 10:00 A.M., at 10<sup>th</sup> 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 2021 Audited Financial Statements;
4. Ratification and Confirmation of All Acts of the Board of Directors and Officers for the year 2021;
5. Amendment of the By-Laws—

#### ***ARTICLE VII : Board of Directors***

- a. Deletion of Sec. 11 (Finance and Risk Management Committee) for the establishment of Board Risk Oversight Committee (BROC);
- b. Sec. 12 (Director’s Fees and Other Remunerations) and Sec. 13 (Powers) will be renumbered to Sections 14 and 15, respectively;
- c. Sec. 12 (Establishment of a Finance Committee)
- d. Sec. 13 (Establishment of a Corporate Governance (CG) Committee)

#### ***ARTICLE VIII : Officers of the Corporation***

- a. Sec. 1 (Inclusion of Chief Operating Officer (COO), Chief Financial Officer (CFO) and Chief Risk Officer (CRO) to the Executive Officers);
- b. Sections 4, 5, 6, 7, 8 & 9 will be renumbered to 6, 7, 8, 9, 10 & 11, respectively;
- c. Sec 4 (Creation of COO);
- d. Sec. 5 (Creation of CFO)

6. Deliberation on the re-appointment of External Auditors
7. Election of Directors: (Annex A)

- SAMUEL U. LEE
- MAYBELLE L. LIM
- SANDRA L. ANG
- EDGARDO P. DAVID
- PHILLIP GABRIEL C. LEE
- MARIANITO G. FARAL
- FLORINDA R. CALLO
- NORMITA C. TEE
- ROBERT M. YOUNG
- NORMANDY D. BALDOVINO, JR.
- ERANIO L. PUNSALAN

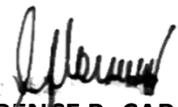
8. Approval of all acts and resolutions of the Board of Directors adopted during the preceding year;
9. Other matters;
10. Adjournment.

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the **attached proxy form** (Annex B) 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, 23 June 2021

  
**Atty. FLORENCE B. CARANDANG**  
Corporate Secretary

## ANNEX “A”

### TRAVELLERS INSURANCE & SURETY (TRISCO) CORPORATION BOARD OF DIRECTORS



---

---

#### **SAMUEL U. LEE** *Chairman of the Board*

59, Filipino, is the *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** *Vice Chairman/CEO*

64, 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** *President and General Manager*

73, Filipino, *President and General Manager* of TRISCO and was first elected to the Board on July 2005. He was the former President of the Rotary Club of Makati Poblacion. He is a member of the 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 Golf Association; U.P. Tee Jots; Amateur Golfers & Associates and Philippine Association of Surety Underwriters, Inc.

His humble career started as an Insurance Agent of RICO General Insurance Corporation in 1971. After passing the CPA Board Exam in 1976, he became the Accountant of RICO Commercial Enterprises, Inc. with a main task focused on handling of investment portfolio, credit and collection and bank negotiator. In the same year, he joined Interphil Laboratories, Inc. as a Cost Accountant. He became the Chief Accountant of RICO General Insurance Corporation from 1976 until 1978

in charged of handling investment portfolio, Credit and Collection Department and posed as a company representative to all government agencies.

Prior to joining TRISCO, he was previously an AVP and Accounting Manager of Tokio Marine Malayan Insurance Co., Inc. from 1978 until 1989. From 1989 until 2003, he joined Philippine Phoenix Surety & Insurance, Inc. and served as VP for Marketing/Comptroller then promoted as SVP/Comptroller of the company.

Mr. David has over 53 years of experience in the insurance industry, of which the past 46 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** *SVP-Comptroller*

70, 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 40 years, Mr. Faral's accounting expertise and financial auditing played a big role in the company. From 1972 to 1980, he was the Assistant Vice President, Internal Auditor of Travellers Life Assurance of the Philippines, Inc. and became the Vice President, Comptroller from 1981 until its acquisition by the new management in 2003. 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** *SVP-Treasurer*

56, Filipino, was elected Director of TRISCO on December 2003. She currently sits as Director of Victoria Foods Company and Gold Patch Link International Travel Agency Inc. A licensed Doctor of Dentistry, she obtained her Bachelor of Science in Dentistry at University of the East Manila.

## **FLORINDA R. CALLO** *VP-Finance*

55, Filipino, was elected Director of TRISCO on June 8, 2016. At present, she is the current VP-Finance of the corporation. Concurrently, she serves as CEO/Treasurer of Cedar Rapids Insurance and Reinsurance Broker, incumbent treasurer of Con-Pac Warehousing Inc., CWI Warehousing and Logistics Corp., Peterborough Int.

Software Solutions, Southeast Asia Renewable Power Corp and TRISCO Logistics International Corp. She is also a Director of Eighty Oaks Gourmet Corp.; Corporate Secretary of Interline Realty & Development (IRD) Corp., Toptraders Import Export Corp. and Tradeport International Linkage Corporation; Chief Financial Officer of Safeway Warehousing Inc. Ms. Callo holds the degree of Bachelor in Accountancy from Polytechnic University of the Philippines.

## **NORMITA C. TEE,**

### ***Director***

62, Filipino, and was elected Independent Director of TRISCO in 2009 and served as such for twelve (12) straight years until 2021. She is also an incumbent Director of The Premier Life and General Assurance Corporation (Formerly, The Premier Insurance & Surety Corporation). 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.

## **PHILLIP GABRIEL C. LEE**

### ***SVP-Finance***

27, Filipino, was elected Director of TRISCO on July 27, 2021. He obtained a bachelor's degree in Honours Economics and Accounting at Wilfrid Laurier University in Toronto, Canada; a successful CFE writer and a Certified Public Accountant (CPA). He served as a Financial Analyst of Ink Entertainment in 2017 and acting Senior Corporate Accountant of Timbercreek Property Services Inc. (TPSI) in Toronto, Ontario. He currently holds the position of SVP-Finance of TRISCO.

## **Independent Directors**

## **ATTY. NORMANDY D. BALDOVINO**

### ***Independent Director***

53, 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 since 1994, he heads The Law Firm of Normandy D. Baldovino, Jr. with expertise on criminal, civil and corporate laws. His clientele includes Splash Corporation; World Partners Bank; Pagoda Philippines, Inc.; Macro Funders and Development Corporation; RRB Garments, Inc.; Meycauayan Central Realty Corporation; Prototype Contact Pads Ent.; HMDCC Development Corp.; and Immigrant Visa Center. He was part of the law firms of Sumndad Reyes and Acacio Law Offices;

Linsangan & Linsangan Law Offices; and Abad and Associates Law Offices. Before putting up his own firm, he became an Associate Partner, Junior Partner and Managing Partner of Creencia Carillo & Baldovino Law Offices from 1998 to 2004. He became a Senior Partner of the same firm from 2005 until 2010. 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.

## **ROBERT M. YOUNG**

### ***Independent Director***

66, Filipino, was elected Independent Director of TRISCO on June 8, 2016. He currently sits as President of Context International Manila. He is also the Chairman of Foreign Buyers Association of the Philippines; Vice Chairman of Philippine Customs & Industry Consultative Council and sits as Director of the following companies: Integrated Foundation of the Philippines; Jackbuilt Concrete Blocks, Inc.; P & L Resources, Inc. Aruga Hotel; Love 14 Foundation; and Phil-China Asean Business Council. He was the former President of Love 14 Foundation and the founder of PTA Makati Hope Christian School, respectively. He is currently the Head of Business Support Group of Center for International Trade Mission. He is a member of Asia Pacific Economic Cooperation Business Council and sits as Manager of Dasmariñas Barangay Sports Division. Mr. Young holds a Bachelor of Arts and Science in Business Economics and Mathematics from San Beda College.

## **ATTY. ERANIO L. PUNSALAN**

### ***Independent Director***

77, 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.

# ANNEX “B”

## PROXY FORM

I/We, \_\_\_\_\_, a qualified and voting member of The Travellers Insurance & Surety (TRISCO) Corporation by these presents, do hereby name, constitute and appoint \_\_\_\_\_ or in his absence, The Chairman or the Presiding Officer of the meeting as our Proxy to represent me and vote in my name, stead and place on any matter that may come up during the Annual Stock holders’ meeting of the company to be held on \_\_\_\_\_ and at any adjournment thereof.

I hereby ratify all that said Proxy shall lawfully do or cause to be done by virtue of this appointment.

IN WITNESS WHEREOF, this Proxy executed this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Signature of Member

WITNESS:

\_\_\_\_\_  
Name & Signature