

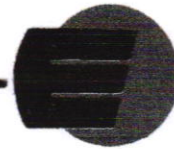
PROXY : ANNUAL STOCKHOLDERS MEETING ON 19 April 2018

KNOW ALL MEN BY THESE PRESENTS that the undersigned stockholder of the EMPIRE INSURANCE COMPANY, has made, constituted and appointed and by these presents, does make, constitute and appoint:

to be the true and lawful attorney and proxy for and in the name, place and stead of the undersigned to vote all stock standing in the name of the undersigned at the Annual Meeting of the Stockholders of the EMPIRE INSURANCE COMPANY, to be held at the 2nd Floor, B & P Building, # 843 A. Arnaiz Avenue, Legaspi Village, City of Makati, at 10:00 a.m. on 19 April 2018 and at any and all adjournments thereof, for the purpose stated in the Notice of the Annual Meeting of Stockholders, with full power and authority to do and perform all and any act and thing whatsoever requisite and necessary to be done in and about the premises with full power of substitution and revocation, thereby ratifying and confirming all that said attorney and proxy or his substitute shall lawfully do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, this proxy is executed this _____ day of _____ 2018.

No. of Shares _____
MGWR/gg
:proxies2018



26 February 2018

TO : ALL STOCKHOLDERS -

RE : ANNUAL STOCKHOLDERS' MEETING

Please be informed that the Annual Stockholders Meeting of EMPIRE INSURANCE COMPANY will be held at 10:00 a.m. on Thursday 19 April 2018, at the Board Room, 2nd Floor, B & P Building, # 843 A. Arnaiz Avenue, Legaspi Village, Makati City.

Your presence is requested at this meeting but in case you are unable to attend, please accomplish the enclosed Proxy Form and return to us no later than 19 March 2018.

EMPIRE INSURANCE COMPANY

MIRIAM W. REYNA
Asst. Corporate Secretary

A G E N D A

1. Calling the Roll.
2. Proof of the required notice of the meeting.
3. Reading and approval of previous meeting and action thereon.
4. Report of Board of Directors and Officers.
5. Unfinished Business.
6. Ratification of all acts and resolutions of the Board of Directors.
7. Election of Directors for ensuing year.
8. Approval of Financial Statements for the year 2017.
9. Appointment of Auditors.
10. Other Matters
11. Adjournment

MWR/agf

/annualstocknot

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF EMPIRE INSURANCE COMPANY HELD ON 19 APRIL 2018 AT 10:00 A.M. AT THE BOARD ROOM, 2ND FLOOR B & P BUILDING, # 843 A. ARNAIZ AVENUE, LEGASPI VILLAGE, MAKATI CITY

Mr. Jose Ma. G. Santos acted as the Chairman and Mrs. Miriam W. Reyna acted as Secretary.

Directors Present:

**Jose Ma. G. Santos
Vicente Roman S. Santos**

**President & CEO, Director
Director**

1. ROLL CALL

The Chairman instructed the Secretary to determine the existence of a quorum. The Secretary informed the Chairman that out of a total of 2,500,000 shares of stock issued and outstanding, 2,127,086 shares were represented in person or by proxy as follows:

	Own Stocks	Proxy	Total	Percentage
Jose Ma. G. Santos	173,705	1,386,772	1,560,477	62.42%
Vicente Roman S. Santos	48,458	517,730	566,188	22.66%
Carlyn Therese X. Dulay		421	421	0.02%
	222,163	1,904,923	2,127,086	85.10%
Absent		372,914	372,914	14.90%
Total	222,163	2,277,837	2,500,000	100.00%

Out of the 372,914 shares, 235 shares or .01% represent Treasury Shares.

There being a quorum, the Chairman called the meeting to order at 10:00 a.m.

2. PROOF OF NOTICE

The Secretary informed the Chairman that the required notice was duly sent to all Stockholders on or before March 12, 2018, or 38 days prior to the Annual Stockholders Meeting, supported by corresponding receipts of notice. Signed proxy forms have been validated against signature cards on record and were not required to be notarized.

The Chairman informed the Body that votation on each resolution for approval and for the election of members of the Board was to be by poll with cumulation allowed, that is, each Stockholder of record as of February 28, 2018 was to be entitled to one vote for each share of stock in his/her name. Each Stockholder may vote either in person or by proxy authorized in writing by the Stockholder himself/herself and submitted on or before March 19, 2018.

3. READING AND APPROVAL OF MINUTES OF THE ANNUAL MEETING ON 20 APRIL 2017, AND THE SPECIAL STOCKHOLDERS MEETING ON 07 NOVEMBER 2017.

The minutes of the Annual Meeting of the Stockholders held on 20 April 2017, and the Special Stockholders Meeting Minutes held on 07 November 2017 copies of which were furnished to each Stockholder or proxy present, were read. The Chairman opened the floor for questions, but none was asked.

Upon motion duly made and seconded it was unanimously

RESOLVED: That the Annual Meeting Minutes held on 20 April 2017 and the Special Stockholders Meeting Minutes held on 07 November 2017 be, as they are hereby, approved.

With 85% votes in favor, represented in person or by proxy, 0% votes against and 15% votes absent.

4. REPORT OF BOARD OF DIRECTORS AND OFFICER

The President and CEO, MR. JOSE MA. G. SANTOS presented and summarized the Financial Highlights of operations for the year 2017 and compared with those of the previous year. A copy of the reports was furnished to each of the Stockholders present.

5. UNFINISHED BUSINESS

There was no unfinished Business reported.

6. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS FOR THE YEAR 2017

Upon motion duly made and seconded, it was unanimously

RESOLVED : That all acts and resolutions of the Board of Directors during the year 2017 be, as they are hereby, ratified.

With 85% votes in favor, represented in person or by proxy, 0% votes against and 15% votes absent.

7. ELECTION OF DIRECTORS

Before the start of the Election of Directors, the Nomination Committee Chairman, on behalf of the Board, informed the Stockholders that there was a need to elect Non-Executive Directors who hold no other position than Director to ensure impartial and fair judgement in the Boards’ decision making process.

The Chairman opened the floor to nomination and informed the Body that there were up to 11 Directors to be elected. All Stockholders, including the non-controlling Stockholders, were given the opportunity to nominate candidates for the Board.

The following were nominated:

Augusto Benedicto L. Santos;
Blanquita S. Gonzalez;
Jose Ma. G. Santos;
Jose L. Santos;
Roman L. Santos;
Vicente Roman S. Santos;
Michael L. Escaler;
Jose Ma. S. Lopez (Independent Director); and
Christian S. Monsod (Independent Director)

On motion made and duly seconded, nominations were closed and voting commenced. After all Shareholders had finished casting their votes, voting was officially closed. Thereafter, the counting of votes immediately proceeded. All nine (9) were elected.

Upon motion duly made and seconded it was

RESOLVED : That the following Directors of this Corporation be, as they are hereby elected to hold office until their successors shall have qualified and been elected.

Augusto Benedicto L. Santos;
Jose L. Santos;
Blanquita S. Gonzalez;
Jose Ma. G. Santos;
Roman L. Santos;
Jose Ma. S. Lopez (Independent Director);
Christian S. Monsod (Independent Director);
Vicente Roman S. Santos; and
Michael L. Escaler

With each one garnering 85% votes in favor, represented in person or by proxy, 0% votes against and 15% votes absent.

8. APPROVAL OF FINANCIAL STATEMENTS FOR THE YEAR 2017

The President & CEO, MR. JOSE MA. G . SANTOS presented the Audited Financial Statement of EMPIRE INSURANCE COMPANY on the operation for the period ending December 31, 2017 prepared by the Corporation’s Vice-President, Finance and Administration, Mrs. Meriam M. Fernandez, and audited by the Corporation’s External Auditors, M. A. MERCADO & CO. (Certified Public Accountants) a copy of which was furnished to each of the Stockholders.

Upon motion duly made and seconded it was unanimously

RESOLVED : That the Audited Financial Statement of EMPIRE INSURANCE COMPANY for the period ending December 31, 2017 as prepared by the Corporation’s Vice-President, Finance and Administration, Mrs. Meriam M. Fernandez, and audited by the Coporation’s External Auditors, M. A. MERCADO & CO. (Certified Public Accountants) be, as it is hereby, noted, approved and ratified.

With 85 % votes in favor, represented in person or by proxy, 0% votes against and 15% votes absent.

9. APPOINTMENT OF AUDITORS

Upon motion duly made and seconded it was

RESOLVED : That the External Auditors, M.A. MERCADO & CO. (Certified Public Accountants) be, as they are hereby appointed, as the Corporations’s External Auditors for the current year.

With 85% votes in favor, represented in person or by proxy, 0% votes against and 15% votes absent.

10. ISSUES/ QUESTIONS

All Stockholders were given the opportunity to ask questions or raise issues during the meeting, however none was raised.

11. ADJOURNMENT

There being no other business to transact, upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED BY:

Original signed

MIRIAM W. REYNA
Asst. Corporate Secretary

ATTESTED BY :

Original signed

JOSE MA. G. SANTOS
Acted as Chairman

EMPIRE INSURANCE COMPANY

BOARD OF DIRECTORS

AUGUSTO BENEDICTO S. SANTOS
Chairman of the Board

MEMBERS

MICHAEL DE LEON ESCALER

BLANQUITA S. GONZALEZ

JOSE MA. G. SANTOS

JOSE L. SANTOS

ROMAN L. SANTOS

VICENTE ROMAN S. SANTOS

& INDEPENDENT DIRECTORS

JOSE MA. S. LOPEZ

CHRISTIAN S. MONSOD

EMPIRE INSURANCE COMPANY

EXECUTIVE OFFICERS

AUGUSTO BENEDICTO S. SANTOS
Chairman of the Board

JOSE MA. G. SANTOS
President & CEO

ROMAN L. SANTOS
Vice President & Treasurer

ADORACION C. MAÑEBO
Vice President - Insurance

ELVIS E. DELA PEÑA
Vice President - Reinsurance / Underwriting

MERIAM M. FERNANDEZ
Vice President - Finance & Administration

ANTONIO F. SABUGA
Vis-Min Marketing Director

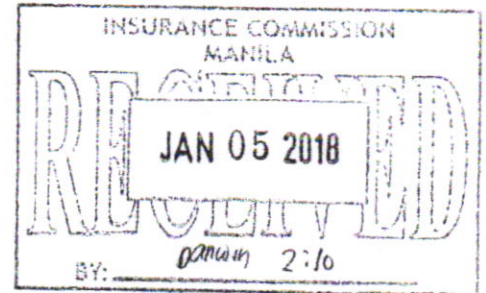
VICENTE ROMAN S. SANTOS
Corporate Secretary

MIRIAM W. REYNA
Assistant Treasurer
and Assistant Corporate Secretary

04 January 2018

HONORABLE DENNIS B. FUNA
Insurance Commissioner
Insurance Commission
United Nations, Manila

Re: **ANNUAL CERTIFICATION**
Attendance of Directors



Dear Hon. Funa:

This is to certify the **Annual Attendance** of the following Directors of **EMPIRE INSURANCE COMPANY** for the period covering **January 2017 – December 2017** wherein the Board had Twelve (12) Regular meetings and One (1) Special Meeting:

1. Augusto Benedicto L. Santos	92 % attendance
2. Jose Ma. G. Santos	100 % attendance
3. Jose L. Santos	75 % attendance
4. Roman L. Santos	100 % attendance
5. Blanquita S. Gonzalez	77 % attendance
6. Vicente Roman S. Santos	100 % attendance
7. Jose Ma. S. Lopez	100 % attendance
8. Christian S. Monsod	85 % attendance
9. Michael L. Escaler	54 % attendance

We trust you will find everything in order.

Very truly yours,
EMPIRE INSURANCE COMPANY

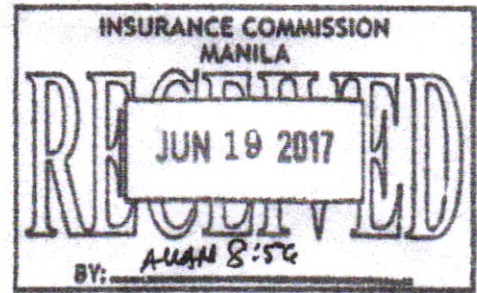
JOSE MA. G. SANTOS
President & CEO

/mwr
:ltr.BOD.attendance.ic.letters

PLEASE SIGN & RETURN THIS COPY

16 June 2017

HON . DENNIS B. FUNA
Insurance Commissioner
Insurance Commission
United Nations Avenue, Manila



Re: **ASEAN CORPORATE GOVERNANCE SCORECARD - 2016**

Dear Commissioner:

We are pleased to inform you that **EMPIRE INSURANCE COMPANY' ASEAN CORPORATE GOVERNANCE SCORECARD - 2016** and its supporting documents were uploaded in our website on June 15, 2017.

We hope you will find everything in order.

Very truly yours,

EMPIRE INSURANCE COMPANY

JOSE MA. G. SANTOS
President & CEO

/mwr

IC Ltr IC. ACGS



OFFICIAL RECEIPT
 Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES & EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, 1554



Accountable Form No. 51
 Revised 2006 **ORIGINAL**

DATE December 23, 2016 No. **1499817**

PAYOR EMPIRE INSURANCE COMPANY
 MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
TRF (A0823)	131	GRMD	20.00
AMENDED ARTICLES	606	CRMD	500.00
AMENDED BY LAWS	606	CRMD	500.00

Handwritten: 01-5-17

TOTAL PHP 1,020.00

AMOUNT IN WORDS
 ONE THOUSAND TWENTY PESOS AND 0/100

<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above Marissa L. Padanga COLLECTING OFFICER
Treasury Warrant, Check, Money Order Number	
Date of Treasury Warrant, Check, Money Order	O.R. No. 1499817

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.

