

**MARY MEDIATRIX MEDICAL CENTER, INC.**  
J. P. Laurel Highway, Mataas na Lupa, Lipa City  
**MINUTES OF THE 33<sup>rd</sup> ANNUAL STOCKHOLDERS' MEETING**  
Held on 30 June 2023 through hybrid approach through the online platform Zoom,  
And from the 5th Floor, Lillian Magsino Hall, MMMC, Lipa City

**PRESENT:**

(Please see attached Record of Attendance)

**1. Call to Order**

The Chairman of the meeting, Dr. Robert M. Magsino, called the meeting to order and presided over the same. The Asst. Corporate Secretary, Atty. Jean Marie Uy Yam, recorded the minutes of the proceedings.

**2. Certification of Attendance**

The Asst. Corporate Secretary, Atty. Jean Marie Uy Yam, certified that, in accordance with the rules of the Securities and Exchange Commission and the By-laws of the Corporation, notices of the Annual Stockholders Meeting were sent to all stockholders on or before June 8, 2023. The Asst. Corporate Secretary also certified the presence of a quorum to transact corporate business, there being present in person or represented by proxy a majority of the stockholders, and there being no objection to the presence of a quorum at the time.

**3. Reading and Approval of the Minutes of the Previous Meeting**

The minutes of the Annual Meeting of Stockholders held on 25 June 2022 were presented to the stockholders for reading and approval. Upon motion duly made and seconded, the stockholders dispensed with the reading of the minutes, and the same were approved as presented.

**4. President's Report for 2022**

The President, Mr. Jose Santiago Dela Cruz, Jr. presented his report for the year 2022, which was duly noted by the stockholders.

**5. Approval of the Audited Financial Statements for 2021**

The Corporation's External Auditor, Ms. Carolina P. Angeles from Reyes Tacandong & Co. (RTC) presented to the stockholders the Audited Financial Statements for the year ending 31 December 2022. After the presentation, and upon motion duly made and seconded, the stockholders passed the following resolution:

**RESOLUTION NO. SH1-2023**

"RESOLVED, That the stockholders of Mary Mediatrix Medical Center, Inc. hereby approve the Audited Financial Statements of the Corporation for the year ending 31 December 2022."

**6. Financial Report Year to Date June 2023**

The Corporation's Chief Financial Officer, Mr. Godofredo V. Cruz, presented the results of operations year to date June 2023.

Mr. Cruz presented the income statement, balance sheet and cash flow statement for YTD May 2023, and the income statement and cash flow statement for YTD projected June 2023.

Mr. Cruz also reported that the Board declared cash dividends for the year 2022 in the amount of Php50 Million at Php44.743.00 per share which were already paid or credited to the accounts of the stockholders of record as of 31 December 2022.

**7. Ratification of the Actions Taken by the Board of Directors and Officers**

The Chairman informed the Board that the next item in the agenda is the ratification of the actions and proceedings taken by the Board of Directors and corporate officers from 25 June 2022 up to the present, which were included in the Information Statement distributed to all stockholders prior to the meeting. Upon motion duly made and seconded, there being no objection, the stockholders of the Corporation approved the following resolution:

**RESOLUTION NO. SH2-2023**

“RESOLVED, That the stockholders of Mary Mediatrix Medical Center, Inc. hereby confirm and ratify all acts and resolutions taken by the Board of Directors and corporate officers of the Corporation from 25 June 2022 to the present.”

**8. Election of Directors for the Year 2023-2024**

The Asst. Corporate Secretary presented the Board of Directors who served for the year 2022-2023.

She explained that there were twelve (12) nominees to the Board of Directors for this year, 9 for regular directors and 3 for independent directors. She presented the twelve (12) candidates to the Board for 2023-2024, in alphabetical order:

1. Dela Cruz, Jose Santiago A., Jr.
2. Delos Santos, Jose Ronaldo H.
3. Domingo, Dr. Ernesto (independent director)
4. Ejercito, Carlos C.
5. Gamboa, Rhais M.
6. Hess, Clinton Andrew C.
7. Magsino, Dr. Robert M.
8. Manguera, Ma. Lilibeth R.
9. Martirez, Erika Cheska G.
10. Panganiban, Marissa Patricia M.
11. Songco, Dr. Jaime SD
12. Villanueva, Dr. Jose Teodoro (independent director)

Considering that there were only nine (9) nominees for regular director, a motion was made that those nominated be considered as having been elected as directors of the Corporation by acclamation, which was duly approved. Hence, all the nine nominees above mentioned for regular directors were declared as unanimously elected by acclamation.

For the independent directors, Ms. Ciara Cheng, member of the NOMELEC, reported the the counting of the votes was conducted earlier this morning with Atty. Macalino as witness via Zoom. They counted all the ballots submitted by hard copy to the executive office and also all the soft copies sent to the NOMELEC email address. The results of the election for independent directors are as follows:

1. Dr. Ernesto Domingo - 742,521 votes
2. Dr. Ma. Lilibeth R. Manguera - 169,424 votes
3. Dr. Jose Teodoro Villanueva - 638,097 votes

Ms. Cheng proclaimed Dr. Ernesto Domingo and Dr. Jose Teodoro Villanueva as the new MMMC independent directors for the year 2023-2024.

**9. Appointment of External Auditor**

The President moved to re-appoint Reyes Tacandong & Co., represented by Ms. Carolina P. Angeles, as the external auditor of the Corporation for 2023-2024.

Upon motion duly made and seconded, the stockholders passed the following resolution:

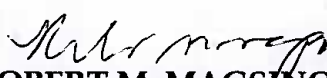
**RESOLUTION NO. SH3-2023**

“RESOLVED, That the stockholders of the Corporation hereby re-appoint REYES TACANDONG & CO. represented by Ms. Carolina P. Angeles, as the external auditor of the Corporation for the fiscal year 2023-2024.”

**10. Adjournment**

There being no other matters to discuss, the meeting was adjourned.

**ATTEST:**

  
**DR. ROBERT M. MAGSINO**  
Chairman of the Meeting

  
**ATTY. JEAN MARIE UY YAM**  
Asst. Corporate Secretary