

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF
DR. VICTOR R. POTENCIANO MEDICAL CENTER, INC.

Held at the 6th Floor, Physicians Center, Mandaluyong City
by remote communication through an online meeting platform
On June 18, 2021, at 2:00 P.M.

1. Call to Order

The Chairman, Mr. Clinton Andrew C. Hess, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Garney Candelaria, recorded the minutes of the proceedings.

2. Certification of Quorum

The Corporate Secretary certified that notices were sent to the stockholders in accordance with the By-laws and that a quorum existed for the transaction of business, there being present in person or represented by proxy, stockholders holding 10,444 shares representing 69.63% of the issued and outstanding capital stock of the Corporation.

3. Approval of Minutes of the Previous Meeting

The Chairman informed the Stockholders that the minutes of the last Annual Stockholders' Meeting held on July 27, 2020 had been included in the stockholders kit for easy reference.

Upon motion made by Mr. Victor Jose P. Vergel de Dios and duly seconded by Dr. Rosario Gabriel, the minutes of the Stockholders' meeting held on July 27, 2020 was approved.

4. President's Report

The President presented to the Stockholders an audio visual presentation of her report. In her report, she informed stockholders that a medical mission organized by the medical staff provided free medical consults, medicines and relief goods to victims and evacuees of the Taal Volcano eruption, which culminated VRPMC's weeklong 47th Founding Anniversary Celebration in February. She also presented in detail VRPMC's response to the COVID-19 pandemic including recovery plans, innovations to ensure safety and infection control, hospital zoning for COVID-19 and Non-COVID-19 areas, new ER 2 & Ambulatory Consultation & Swabbing Unit designed to manage COVID-19 cases, digital solutions (E-Konsulta, Telerounds, Telerehab, E-appointment and E-payments) and safety protocols to protect patients and healthcare workers. She also informed stockholders that management had implemented a price increase and strengthened corporate accounts to increase revenue and adopted cost management measures, such as, skeleton staffing and forced leaves to mitigate expenses, among others. To manage cash flow, management deferred the construction of the VRP Tower which was supposed to start in 2020, rescheduled acquisition of some machines and postponed the purchase of major hospital equipment scheduled for 2020, closely monitored and maximized payment schedules and releases. She also presented the performance highlights and milestones of the hospital administration and medical departments. With an 84% recovery rate in COVID-19 cases, VRPMC has become one of the best hospitals for COVID-19 patients according to its HMO partners and external customers who recognized VRPMC's track record.

5. Presentation of the Audited Financial Statement

Upon request of the Treasurer, Ms. Caroline Angeles of Reyes Tacandong and Company presented to the stockholders the highlights of the Audited Financial Statement (AFS) for the year 2020, to wit:

- a. Gross revenues decreased from Php 955M in 2019 to Php 775M in 2020
- b. Cost of Sales decreased from Php 578M in 2019 to Php 514M in 2020.
- c. Gross Profit decreased from Php 377M in 2019 to Php 261M in 2020.
- d. General & Administrative spend decreased from Php 215M in 2019 to Php 163M in 2020.
- e. Net Income before tax decreased from Php 148M in 2019 to Php 71M in 2020.
- f. Net Income After Tax decreased from Php 87M in 2019 to Php 40M in 2020.

Upon motion made by Mr. Vincent Mark Vergel de Dios and duly seconded by Dr. Martin de la Rosa, the Audited Financial Statement for the year 2020 was ratified.

6. Ratification of Actions Taken by the Board of Directors for the preceding year.

The Chairman informed the Stockholders that a list of resolutions taken by the Board of Directors had been provided in the stockholders' kit.

Upon motion made by Mr. Victor Jose Vergel de Dios and duly seconded by Mr. Rhais M. Gamboa, the Board of Directors approved, ratified and confirmed all resolutions, acts and contracts taken, adopted or entered into by the Board of Directors and/or officers of the corporation during the preceding fiscal year up to the date of this annual meeting of stockholders.

7. Election of Directors for 2021-2022

The meeting then proceeded to the election of the members of the Board of Directors of the Corporation.

The following stockholders were nominated to the Board of Directors:

Dr. Norma Ona
Mr. Buenaventura Vergel de Dios
Mr. Vincent Mark Vergel de Dios
Mr. Victor Jose Vergel de Dios

Mr. Mariano John L. Tan, Jr.
Dr. Rosario Gabriel
Mrs. Maria Victoria P. Vergel de Dios
Dr. Marinella Agnes Abat

Mr. Clinton Andrew C. Hess
Mr. Carlos Ejercito
Mr. Rhais Gamboa

Thereafter, Dr. Norma Ona moved that the nomination be closed and that the nominees be deemed elected and to serve as such until the next stockholders' meeting. The motion was seconded by Mr. Victor Jose Vergel de Dios.

Upon motion made and duly seconded the following stockholders were elected as members of the Board of Directors of the Corporation for the year 2021-2022 to serve as such until their successors shall have been elected and qualified:

Clinton Andrew C. Hess
Mariano John L. Tan, Jr.
Carlos C. Ejercito
Rhais M. Gamboa
Dr. Norma Ona
Buenaventura Vergel de Dios
Vincent Mark Vergel de Dios
Dr. Rosario Gabriel
Ma. Victoria P. Vergel de Dios
Dr. Marinella Agnes Abat
Victor Jose P. Vergel de Dios

8. Appointment of External Auditors

Upon motion made by Mr. Victor Jose Vergel de Dios and duly seconded by Mr. Rhais Gamboa, the accounting firm of Reyes Tacandong & Company was re-appointed as external auditor of the Corporation.

9. Adjournment

There being no further business to transact, upon motion by Mr. Buenaventura Vergel de Dios and duly seconded by Mr. Vincent Mark Vergel de Dios, the meeting was adjourned.

ATTESTED:

CLINTON ANDREW C. HESS
Chairman of the Board

Atty. GARNEY CANDELARIA
Corporate Secretary

RECORD OF ATTENDANCE

		%
TOTAL OUTSTANDING SHARES	15,000	100%
TOTAL SHARES PRESENT	10,444	69.63%