



**VIVANT CORPORATION**  
**Minutes of the Organizational Meeting of the**  
**Board of Directors**  
Held on June 20, 2024 (Thursday) 11:00 A.M. via  
Videoconference

**PRESENT:**

Mr. Francis Damasus A. Garcia	-	Director
Mr. Ramontito E. Garcia	-	Director
Mr. Arlo Angelo G. Sarmiento	-	Director
Mr. Emil Andre M. Garcia	-	Director
Mr. Charles Sylvestre A. Garcia	-	Director
Mr. Jose Marko Anton G. Sarmiento	-	Director
Ms. Brigette Cecile N. Garcia	-	Director
Mr. Carmelo Maria Luza Bautista	-	Independent Director
Mr. Jose Carlitos G. Cruz	-	Independent Director
Atty. Jose M. Layug, Jr.	-	Independent Director
Atty. Laurence R. Rogero	-	Independent Director

**ALSO PRESENT:**

Atty. Catherine S. Bringas  
Atty. Maila G. De Castro  
Atty. Joan Giduquio-Baron

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**I. CALL TO ORDER**

Mr. Francis Damasus A. Garcia, acted as Chairman of the meeting. He called to order the Organizational Meeting of the Board of Directors ("Board") at 11:10 A.M and presided over the same. Atty. Joan Giduquio-Baron acted as secretary and took the minutes of the proceedings.

**II. PROOF OF NOTICE AND DETERMINATION OF QUORUM**

The Acting Corporate Secretary certified that the Notices of the Organization Meeting of the Board have been sent to newly elected directors in accordance with the By-Laws of the Corporation, and that with the presence of at least a majority of all directors, a quorum was present to transact business.

Pursuant to the guidelines under Securities and Exchange Commission (“SEC”) Memorandum Circular No. 6, Series of 2020, the Acting Corporate Secretary made a roll call and requested all parties participating in the Board meeting (whether in person or through videoconference, or teleconference) to state for the record their full name, position and location. The Acting Corporate Secretary then informed the attendees who participated in the meeting through videoconference or teleconference call to confirm the following:

1. That they could completely and clearly hear others who could clearly hear them at the end of the line;
2. That they received the agenda and all materials for the meeting; and
3. That they attended the meeting through videoconference or teleconference using the devices below:

Name	Device	Location
Mr. Francis Damasus A. Garcia	Videoconference	Mandaue City
Mr. Ramontito E. Garcia	Laptop	Cebu City
Mr. Charles Sylvestre A. Garcia	Laptop	Cebu City
Mr. Arlo Angelo G. Sarmiento	Videoconference	Mandaue City
Mr. Emil Andre M. Garcia	Videoconference	Mandaue City
Ms. Brigette Cecile N. Garcia	Videoconference	Mandaue City
Mr. Carmelo Maria Luza Bautista	Laptop	Makati City
Mr. Jose Carlitos G. Cruz	Laptop	Paranaque City
Atty. Jose M. Layug, Jr.	Laptop	Makati City
Atty. Laurence R. Rogero	Laptop	Quezon City
Atty. Joan A. Giduquio-Baron	Videoconference	Mandaue City
Atty. Catherine S. Bringas	Videoconference	Mandaue City
Atty. Maila G. De Castro	Laptop	Quezon City

Having satisfied themselves that the participants could hear each other completely and clearly and that the board materials have been received by the directors participating through videoconference or teleconference call or in person, the Acting Corporate Secretary certified that with at least a majority of the members of the Board present at the meeting by videoconference or teleconference call, a quorum existed for the transaction of official business by the Board of Directors.

### **III. READING AND APPROVAL OF THE MINUTES OF THE LAST ORGANIZATIONAL MEETING OF THE BOARD**

Upon motion duly made by Ms. Brigette N. Garcia (“BNG”) for the approval of the minutes of the 2023 Organizational Meeting of the Board, which motion was seconded by Mr. Ramontito E. Garcia (“REG”), the 2023 Minutes of the Organization Meeting was approved and adopted.

#### IV. ELECTION OF BOARD OFFICERS

The Chairman opened the floor for nominations for the officers of Vivant who will serve for 2024 to 2025 and until their respective successors shall have been duly qualified and elected. After the casting of votes for the nominees, the following were unanimously elected as officers:

<b>POSITION</b>	<b>OFFICER</b>
Chairman	Mr. Francis Damasus A. Garcia
Vice Chairman	Mr. Ramontito E. Garcia
Chief Executive Officer	Mr. Arlo Angelo G. Sarmiento
President	Mr. Emil Andre M. Garcia
Treasurer	Ms. Minuel Carmela N. Franco
Corporate Secretary	Atty. Maila Lourdes G. De Castro
Assistant Corporate Secretary	Atty. Catherine S. Bringas
Assistant Corporate Secretary	Atty. Joan A. Giduquio-Baron
Lead Director (Independent)	Atty. Laurence R. Rogero

#### V. CONFIRMATION OF CORPORATE OFFICERS

The Corporate Officers for 2024-2025 were presented and it was explained to the Board the need to confirm the positions of the officers for the coming year. After discussion and upon motion duly made and seconded, the Board unanimously confirmed the following to their respective positions:

<b>POSITION</b>	<b>OFFICER</b>
Executive Vice President & Chief Corporate Officer, Treasurer, and Chief Risk Officer	Ms. Minuel Carmela N. Franco
Sr. VP – Infrastructure	Atty. Jess Anthony N. Garcia
Vice President	Engr. Mark D. Habana
Vice President	Mr. Shem Jose W. Garcia
VP – Legal; Data Protection Officer	Atty. Maila Lourdes G. De Castro
VP – Corporate Communications	Mr. Allan C. Cuevas
Chief Human Resource Officer	Mr. Peter C. Buenaseda
Sr. AVP – Corporate Planning	Ms. Brigette Cecile N. Garcia
Sr. AVP – Legal and Compliance; Compliance Officer	Atty. Catherine S. Bringas
Sr. AVP – Treasury	Mr. Ronnel Vergel E. De Leon
AVP – Real Estate	Mr. Carlos F. Bargamento, Jr.
AVP – Accounting	Ms. Dyan Ramona S. Olegario
AVP – Human Resources	Mr. Denise D. Blanco
AVP – Information Technology and Chief Information Officer	Mr. Nilo M. Arribas Jr.

AVP – Treasury and Operations	Ms. Debbie C. Artiaga-Arradaza
AVP – Corporate Planning	Ms. Rhesel Joan R. Tompong
AVP – Risk Management and Sustainability	Mr. Patrick Joel M. Cinco
AVP – Internal Audit; Chief Audit Executive	Mr. Myla G. Lumibao

**VI. APPOINTMENT OF COMMITTEE MEMBERS**

The Board Committees and the respective composition thereof were presented to the Board. After discussion and upon motion duly made and seconded, the Board unanimously agreed to appoint the following Chairmen and Members of the various Board Committees:

<b>BOARD COMMITTEE</b>	<b>CHAIRMAN</b>	<b>MEMBERS</b>
Executive Committee	Mr. Francis Damasus A. Garcia	Mr. Ramontito E. Garcia (Vice Chairman) Mr. Emil Andre M. Garcia Mr. Arlo Angelo A. Sarmiento Mr. Jose Marko Anton G. Sarmiento Mr. Charles Sylvestre A. Garcia Ms. Brigette Cecile N. Garcia
Audit Committee	Mr. Jose Carlitos G. Cruz - Independent	Mr. Charles Sylvestre A. Garcia Mr. Jose Marko Anton G. Sarmiento Atty. Jose M. Layug, Jr. - Independent Atty. Laurence R. Rogero - Independent
Finance Committee	Atty. Laurence R. Rogero - Independent	Mr. Francis Damasus A. Garcia Mr. Jose Marko Anton G. Sarmiento Mr. Jose Carlitos G. Cruz – Independent Mr. Carmelo Maria Luza Bautista - Independent
Corporate Governance Committee	Atty. Jose M. Layug, Jr. - Independent	Mr. Jose Carlitos G. Cruz - Independent Atty. Laurence R. Rogero - Independent
Related Party Transaction Committee	Atty. Jose M. Layug, Jr. - Independent	Mr. Ramontito E. Garcia Mr. Jose Carlitos G. Cruz - Independent
Risk and Sustainability Committee	Atty. Laurence R. Rogero - Independent	Mr. Jose Marko Anton G. Sarmiento Atty. Jose M. Layug, Jr. - Independent

**VII. APPROVAL TO FILE THE 2024 GENERAL INFORMATION SHEET**

As a consequence of the election of the new members of the Board, the Board Officers and the Corporate Officers for 2024-2025, the Acting Corporate Secretary informed the Board

of the need to comply with the SEC's reportorial requirements, which include the filing of a General Information Sheet. After discussion and upon motion duly made and seconded, the Board unanimously approved and adopted the following resolutions:

**"RESOLVED**, as it is hereby resolved that the Board of Directors of Vivant Corporation (the "Corporation") authorize the Corporate Secretary to file the 2024 General Information Sheet of the Corporation with the Securities and Exchange Commission;

**"RESOLVED FINALLY**, that the foregoing resolutions shall remain in full force and effect and binding on the Corporation unless otherwise revoked, amended or modified in writing."

**VIII. OTHER MATTERS**

There was no other matter discussed.

**IX. ADJOURNMENT**

There being no other matter to be discussed, the Organizational Meeting for 2024 was adjourned at 11:30 A.M., after motion duly made and seconded.

*[signature page follows]*

Certified True and Correct:

**ATTY. JOAN GIDUQUIO-BARON**  
*Acting Corporate Secretary*

Attested by:

**MR. FRANCIS DAMASUS A. GARCIA**  
*Acting Chairman of the Board*

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