

MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS  
OF

SYNERGY GRID & DEVELOPMENT PHILS., INC.  
(the "Corporation")

Held on 11 November 2024, at 2:00 P.M.  
Via Videoconference

DIRECTORS PRESENT:

Henry T. Sy, Jr.  
Robert G. Coyiuto, Jr.  
Paul P. Sagayo, Jr.  
Vicente D. Gerochi IV  
Jose Perpetuo M. Lotilla  
Luis Jose P. Ferrer  
Francis Saturnino C. Juan

ALSO PRESENT:

Maria Farah Z.G. Nicolas-Suchianco  
Andreanne Hannah B. Dimaandal  
Justice Lady P. Soriano  
Ma. Theresita G. Yulo  
Selina Irene O. Ablaza

1. CALL TO ORDER

The Chairman, Mr. Henry T. Sy, Jr., called the meeting to order and presided over the same. The Assistant Corporate Secretary, Atty. Andreanne Hannah B. Dimaandal, recorded the minutes of the proceedings.

The Assistant Corporate Secretary advised that the meeting was recorded, in compliance with the requirements of the Philippine Securities and Exchange Commission (SEC) under SEC Memorandum Circular No. 6, Series of 2020, which provides for the guidelines for a board meeting through videoconference. The recording will form part of the records of the Corporation.

2. PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Assistant Corporate Secretary certified that notices were sent to all directors by electronic mail, and that a quorum existed for the transaction of business. During the roll call, the Corporate Secretary verified and confirmed the identity of the participants, their location, the device they are using, that each participant received the relevant materials prior to the meeting, and that they can clearly hear and see the other participants.

Name of Participant	Location	Device	Receipt of relevant materials of the meeting	Confirmation that they can clearly hear and/or see the other attendees
Henry T. Sy, Jr.	Pasay City	Laptop	Yes	Yes
Robert G. Coyiuto, Jr.	Makati City	Laptop	Yes	Yes
Paul P. Sagayo, Jr.	Pasig City	Laptop	Yes	Yes
Vicente D. Gerochi IV	Quezon City	Laptop	Yes	Yes
Jose Perpetuo M. Lotilla	Marikina City	Desktop	Yes	Yes
Luis Jose P. Ferrer	Quezon City	Laptop	Yes	Yes
Francis Saturnino C. Juan	Quezon City	Mobile Phone	Yes	Yes

*[Handwritten signature]*

Thereafter, the Chairman declared that the Board could now proceed to transact the official business for this meeting.

**3. APPROVAL OF THE MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS HELD ON 17 OCTOBER 2024**

Upon motion duly made and seconded, the directors unanimously passed and approved the following resolution:

“RESOLVED, that the minutes of the Organizational Meeting of the Board of Directors of the Corporation held on 17 October 2024 be approved.”

**4. PRESENTATION AND APPROVAL OF THE FINANCIAL REPORTS AS OF 30 SEPTEMBER 2024**

The Chief Financial Officer, Treasurer, and Investor Relations Officer, Ms. Justice Lady P. Soriano (CFO), presented the Financial Reports of Synergy Grid & Development Phils., Inc. (Corporation) and its subsidiaries as of 30 September 2024.

**Financial Performance (Parent Only)**

(Amounts in Millions)

	3rd Quarter of 2024			Unaudited Year To Date		
	September 30, 2024	Budget	September 30, 2023	September 30, 2024	Budget	September 30, 2023
OPERATION SERVICE REVENUES	0	0	0	0	0	0
COST OF OPERATION SERVICE REVENUES	0	0	0	0	0	0
OPERATION SERVICE REVENUES-Net	0	0	0	0	0	0
OPERATING EXPENSES	20	18	20	65	58	64
LOSS FROM OPERATIONS	(20)	(18)	(20)	(65)	(58)	(64)
OTHER INCOME	14	14	22	1,837	946	1,877
Interest income	2	2	10	19	19	25
Dividend income	0	0	0	1,782	891	1,816
Management Income	12	12	12	36	36	36
	14	14	22	1,837	946	1,877
NET INCOME BEFORE TAX	(6)	(4)	2	1,772	888	1,813
INCOME TAX EXPENSE	(0)	0	2	4	0	5
NET INCOME / TOTAL COMPREHENSIVE INCOME	(6)	(4)	0	1,768	888	1,808

For the Financial Performance of the Corporation as of 30 September 2024, operating expenses amounted to PhP65 Million while other income, comprised of interest income, dividend income, and management income totaled PhP1.84 Billion. There was a 2% decrease in net income from PhP1.81 Billion as of 30 September 2023 to PhP1.77 Billion as of 30 September 2024.

The details of the other income are as follows: Interest income totaled PhP19 Million, which mainly came from the placement of dividends. Dividend income amounted to PhP1.78 Billion which came from preferred shares in the National Grid Corporation of the Philippines (NGCP), and common shares from OneTaipan Holdings, Inc. (OTHI) and Pacifica21 Holdings, Inc. (P21). Management income amounted to PhP36 Million. Management fee of PhP1 Million per month was charged to each holding company for the shared services.



## Financial Position as of 30 September 2024 (Parent Only)

(Amounts in Millions)

	September 30, 2024	September 30, 2023	December 31, 2023
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash	265	336	324
Current portion of other receivables	0	3	5
Other current assets - net	28	23	25
<b>Total Current Assets</b>	<b>293</b>	<b>362</b>	<b>354</b>
<b>Noncurrent Assets</b>			
Investment in subsidiaries	94,246	94,246	94,246
Property and equipment - net	1	1	1
<b>Total Noncurrent Assets</b>	<b>94,247</b>	<b>94,247</b>	<b>94,247</b>
<b>Total Asset</b>	<b>94,540</b>	<b>94,609</b>	<b>94,601</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accrued expenses and other current liabilities	2	3	4
Dividends payable	8	11	6
<b>Total Liabilities</b>	<b>10</b>	<b>14</b>	<b>10</b>
<b>Equity</b>			
Capital stock	5,266	5,266	5,266
Additional paid-in capital	88,928	88,928	88,928
Retained earnings	336	401	397
<b>Total Equity</b>	<b>94,530</b>	<b>94,595</b>	<b>94,591</b>
	<b>94,540</b>	<b>94,609</b>	<b>94,601</b>

As for the Financial Position of the Corporation as of 30 September 2024, total assets amounted to Php94.54 Billion, 99.7% of which represents investments in subsidiaries and the remainder represents other assets. The lower cash balance is due to lower dividends received from subsidiaries.

Total liabilities remain the same at Php10 Million, consisting of accrued expenses of Php2 Million and dividends payable of Php8 Million from outstanding checks previously issued. Total equity amounted to Php94.53 Billion, a slight decrease from year-end 2023 because of lower retained earnings.

## Cash Flow as of 30 September 2024 (Parent Only)

(Amounts in Millions)

	September 30, 2024	September 30, 2023	December 31, 2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>P (13)</b>	<b>P (15)</b>	<b>P (23)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Dividend received	1,782	1,816	1,816
Net cash provided by investing activities	<b>P 1,782</b>	<b>P 1,816</b>	<b>P 1,816</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payment of dividends	(1,636)	(2,866)	(2,870)
Payment of final tax on dividends	(192)	(330)	(330)
Net cash used in financing activities	<b>P (1,828)</b>	<b>P (3,196)</b>	<b>P (3,200)</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>P (59)</b>	<b>P (1,395)</b>	<b>P (1,407)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>324</b>	<b>1,731</b>	<b>1,731</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>P 265</b>	<b>P 336</b>	<b>324</b>

For the cash flow of the Corporation, net cash used in operating activities was Php13 Million. Net cash provided by investing activities, particularly dividends received, was Php1.78 Billion. Net cash used in financing activities was Php1.8 Billion, consisting of Php1.64 Billion payment of dividends and Php192 Million payment of final taxes. These resulted in a net cash decrease of Php59 Million and an ending cash balance of Php265 Million.

## Financial Performance (Consolidated)

(Amounts in Millions)

	3rd Quarter of 2024			Unaudited Year to Date		
	September 30, 2024	Budget	September 30, 2023	September 30, 2024	Budget	September 30, 2023
OPERATION SERVICE REVENUES - Net	13,201	13,258	13,326	39,797	39,778	39,822
OPERATING EXPENSES	6,280	6,685	5,803	18,021	18,957	16,990
INCOME (LOSS) FROM OPERATIONS	6,921	6,573	7,523	21,776	20,821	22,832
OTHER CHARGES - Net	(2,430)	(2,127)	(1,560)	(7,084)	(6,143)	(4,111)
Interest expense	(2,296)	(1,788)	(1,497)	(5,732)	(5,141)	(4,296)
Interest income	41	27	33	132	88	81
Foreign exchange gain (loss) - net	211	30	(14)	(243)	97	163
Bank and finance charges	(66)	(66)	(61)	(191)	(193)	(185)
Miscellaneous income	(320)	(330)	(21)	(1,050)	(994)	126
	(2,430)	(2,127)	(1,560)	(7,084)	(6,143)	(4,111)
NET INCOME BEFORE TAX	4,491	4,446	5,963	14,692	14,678	18,721
INCOME TAX EXPENSE	1	0	2	5	0	6
NET INCOME	4,490	4,446	5,961	14,687	14,678	18,715
OTHER COMPREHENSIVE INCOME						
Item that will never be reclassified to profit or loss						
Remeasurement gains on defined benefit liability	0	0	0	354	0	(205)
TOTAL COMPREHENSIVE INCOME	4,490	4,446	5,961	15,041	14,678	18,510
Attributable to:						
Equity holders of the Parent Company	2,042	2,023	2,717	6,346	6,680	8,434
Non-controlling interests	2,448	2,423	3,244	8,195	7,998	10,076
	4,490	4,446	5,961	15,041	14,678	18,510
BASIC AND DILUTED						
INCOME PER SHARE	0.39	0.38	0.52	1.27	1.27	1.62

For the Consolidated Financial Reports of the Corporation and its subsidiaries (Group) as of 30 September 2024, revenues decreased by less than 1% to PhP39.8 Billion while operating expenses increased by 6% to PhP18.02 Billion due to higher amortization of intangibles and personnel salary adjustments. Other charges increased by 72% to PhP7.1 Billion because of higher interest expenses on loans and recognition of franchise tax expenses pursuant to an order issued by the Energy Regulatory Commission (ERC) disallowing NGCP to pass on franchise tax to customers. Resulting net income of PhP14.69 Billion is 21% lower than the previous year's net income of PhP18.72 Billion.

## Financial Position as of 30 September 2024 (Consolidated)

(Amounts in Millions)

	September 30, 2024	September 30, 2023	December 31, 2023
<b>ASSETS</b>			
<b>Noncurrent Assets</b>			
Intangible asset - net	413,185	367,384	378,011
Property and equipment - net	5,192	5,023	4,993
Receivables - net of current portion	19,883	14,181	19,819
Goodwill	10,472	10,472	10,472
Other noncurrent assets	2,457	3,279	3,035
<b>Total Noncurrent Assets</b>	<b>451,189</b>	<b>400,339</b>	<b>416,330</b>
<b>Current Assets</b>			
Cash and cash equivalents	6,060	7,145	9,913
Receivables - net	13,756	14,592	10,208
Other current assets - net	26,322	33,951	29,724
<b>Total Current Assets</b>	<b>46,138</b>	<b>55,688</b>	<b>49,845</b>
	<b>497,327</b>	<b>456,027</b>	<b>466,175</b>

For the Financial Position of the Group, total assets increased by 7% to PhP497.33 Billion, which is attributable to additional NGCP transmission projects and recently completed projects.



## Financial Position as of 30 September 2024 (Consolidated)

(Amounts in Millions)

	September 30, 2024	September 30, 2023	December 31, 2023
<b>LIABILITIES AND EQUITY</b>			
<b>Noncurrent Liabilities</b>			
Loans payable - net of current portion	189,086	167,946	169,770
Retirement benefits liability	2,474	2,481	2,617
Customers' and other deposits	508	431	441
Concession fee payable	45,348	54,319	49,895
Other noncurrent liabilities	1,654	1,715	1,561
<b>Total Noncurrent Liabilities</b>	<b>239,070</b>	<b>226,892</b>	<b>224,284</b>
<b>Current Liabilities</b>			
Trade and other current payables	40,767	40,567	40,054
Current portion of concession fee payable	4,547	0	4,424
Current portion of loans payable	25,646	21,291	23,739
Other current liabilities	20,778	16,361	18,219
<b>Total Current Liabilities</b>	<b>91,738</b>	<b>78,219</b>	<b>86,436</b>
<b>Total Liabilities</b>	<b>330,808</b>	<b>305,111</b>	<b>310,720</b>
<b>Equity</b>			
Capital stock	5,266	5,266	5,266
Additional paid-in capital	88,928	88,928	88,928
Remeasurement losses on defined benefit liability	0	(109)	(161)
Equity adjustments from common control transactions	(73,359)	(73,359)	(73,359)
Retained earnings	85,182	78,209	80,327
Equity Attributable to Equity Holders of the Parent Company	106,017	98,935	101,001
Non-controlling interests	60,502	51,981	54,454
<b>Total Equity</b>	<b>166,519</b>	<b>150,916</b>	<b>155,455</b>
	<b>497,327</b>	<b>456,027</b>	<b>466,175</b>

10

Total liabilities increased by 6.5% amounting to PhP330.8 Billion due to additional borrowings incurred by NGCP. Retained earnings also increased by 6% to PhP85.2 Billion, bringing total equity to PhP166.52 Billion.

## Cash Flow as of 30 September 2024 (Consolidated)

(Amounts in Millions)

	September 30, 2024	September 30, 2023
<b>NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES</b>	<b>23,878</b>	<b>28,395</b>
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Investment in capital expenditures	(39,893)	(42,181)
Additions to property and equipment	(808)	(547)
Net cash used in investing activities	(40,701)	(42,728)
<b>NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</b>		
Proceeds of loans payable	40,000	42,100
Payment of cash dividends	(3,648)	(5,360)
Payment of loans payable	(18,776)	(19,954)
Payment of concession fee	(4,424)	0
Settlement of obligation under lease liabilities	(182)	(158)
Net cash provided by financing activities	12,970	16,628
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(3,853)</b>	<b>2,295</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>9,913</b>	<b>4,850</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>6,060</b>	<b>7,145</b>

For the Group's cash flow, net cash provided by operating activities was PhP23.9 Billion. Net cash flow used in investing activities was PhP40.7 Billion. Net cash flow provided by financing activities was PhP12.97 Billion, consisting of net loan proceeds of PhP21 Billion, payment of cash dividends of PhP3.65 Billion, payment of concession fee of PhP4.42 Billion, and settlement of obligation under lease liabilities of PhP182 Million. These resulted in net increase in cash and cash equivalents amounting to PhP3.85 Billion and an ending cash balance of PhP6.06 Billion.

After some discussion and upon motion duly made and seconded, the following resolution was approved:

"RESOLVED, that as recommended by the Audit and Risk Committee, the Corporation's Financial Reports as of 30 September 2024, as presented by the Corporation's Chief Financial Officer (CFO) be approved;

"RESOLVED FURTHER, that the Corporation appoints its Chairman, Mr. Henry T. Sy, Jr., President, Atty. Paul P. Sagayo, Jr., its Treasurer, Ms. Ma. Justice Lady P. Soriano, its Comptroller, Ms. Ma. Theresita G. Yulo, or any director or officer of the Corporation as its authorized representatives and signatories in the preparation and approval of the financial reports, with authority to make the necessary arrangements in order to effect the release of the same, and to sign, execute, and/or deliver any and all documents in the name of the Corporation in connection therewith, including the signing of relevant documents related thereto, as well as the performance of all other acts incidental thereto."

## 5. DESIGNATION OF BANK SIGNATORIES

After some discussion and upon motion duly made and seconded, the following resolutions were approved:

### a. DEPOSITORY BANKS OF THE CORPORATION

"RESOLVED, that the following banks:

ABN-AMRO Bank  
 Allied Banking Corporation  
 Asiatrust Development Bank  
 Asia United Bank  
 Australia and New Zealand Banking Group, Ltd.  
 Banco de Oro Unibank, Inc.  
 BDO Capital & Investment Corp.  
 BDO Private Bank, Inc.  
 Bank of America NT & SA  
 Bank of Commerce  
 Bank of the Philippine Islands  
 BNP Paribas  
 Bayerische Hypo-und Vereinsbank AG  
 BPI Family Bank  
 China Banking Corporation  
 Chinatrust (Phils.) Commercial Bank Corporation  
 Citibank, N. A.  
 Citibank Savings, Inc.  
 Credit Agricole Corporate and Investment Bank  
 Credit Suisse  
 Deutsche Bank  
 Development Bank of the Philippines  
 Development Bank of Singapore  
 East West Bank  
 Export & Industry Bank  
 ING Bank  
 International Commercial Bank of China  
 JPMorgan Chase Bank  
 Korea Exchange Bank  
 Kredietbank. N.V.  
 Land Bank of the Philippines  
 Metropolitan Bank & Trust Company  
 Mizuho Corporate Bank, Ltd.  
 One Network Rural Bank, Inc.



Philippine Bank of Communications  
 Philippine Commercial Capital, Inc.  
 Philippine Commercial Capital, Inc. – Trust & Investment Group  
 Philippine National Bank  
 Philippine Trust Company Planters Development Bank  
 Raiffeisen Zentralbank Osterreich AG  
 RCBC Savings Bank  
 Rizal Commercial Banking Corporation  
 Robinsons Savings Bank  
 Security Bank Corporation  
 Societe Generale  
 Standard Chartered Bank  
 Sterling Bank of Asia  
 Sumitomo Mitsui Banking Corporation  
 The Bank of Tokyo – Mitsubishi UFJ, Ltd.  
 The Hongkong & Shanghai Banking Corporation Ltd.  
 The Royal Bank of Scotland  
 UBS AG  
 Union Bank of the Philippines  
 United Coconut Planters Bank  
 UCPB Savings Bank  
 Wealth Development Bank Corporation

be designated individually as depositories of the Corporation, and that each of the officers or agents of the Corporation be authorized to open and maintain accounts, and deposit any of the funds of this Corporation in any of the said banks either at their head offices or at any of their branches."

***b. WITHDRAWAL OR CHARGE AGAINST THE FUNDS OF THE CORPORATION WITH ITS DEPOSITORY BANKS, THEIR SUBSIDIARIES AND AFFILIATES, INCLUDING NON-BANK FINANCIAL INSTITUTIONS***

"RESOLVED, that any withdrawal from, or charge against, the funds, properties or accounts of the Corporation with its depository banks, their subsidiaries and affiliates, including non-bank financial institutions, by way of checks, drafts, bills of exchange, acceptances, endorsements, undertakings or other instrument or order involving payment of money or documents assigning, transferring and conveying rights to any fund or property of the Corporation, shall be signed, executed and delivered by the authorized signatories under paragraph k;

"RESOLVED FURTHER, that all:

- (i) Checks issued and made payable to the Corporation;
- (ii) Letter requests to debit the Corporation's account for the purchase of cashier's/manager's checks payable to the Corporation;
- (iii) Letter requests to debit the Corporation's account for the transfer of funds to and from bank accounts of the Corporation;
- (iv) Endorsement of checks, acceptances, notes, drafts, securities, and other documents for deposit, collection or credit to the Corporation account

shall be signed, executed, and delivered by any one of the authorized signatories under paragraph k;

"RESOLVED FURTHER, that any or all checks made and payable to stockholders of the Corporation representing payment of dividends declared by the Corporation shall be signed, executed, and delivered by the authorized signatories under paragraph k;

"RESOLVED FURTHER, that any or all checks made and payable to  
(Name of Bank/Financial Institution) For the Account of the Corporation - Money



Market Placement representing money market placements as well as time deposits of the Corporation shall be signed, executed, and delivered by the authorized signatories under paragraph k;

"RESOLVED FURTHER, that any and all investment management agreements or trust agreements with any bank or non-bank financial institution be negotiated, concluded, and obtained by the authorized signatories hereunder designated under such terms and conditions as they may deem proper and reasonable and that said authorized signatories be, as they hereby are, authorized to sign, execute, and deliver such investment management agreements or trust agreements and such other documents as may be required to implement and carry into effect the authority herein granted;

"RESOLVED FURTHER, that any and all deposit pick up agreement and payroll contracts, and other treasury related contracts with any bank or non-bank financial institutions be negotiated, concluded and obtained by any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory under such terms and conditions as they may deem proper and reasonable;


"RESOLVED FURTHER, that the Corporation be authorized to register with and avail of the electronic banking services of its depository banks;

"RESOLVED FURTHER, that any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory may assign representative/s to:

- (i) Access the depository accounts;
- (ii) Initiate and/or confirm transactions involving the depository accounts, such as, but not limited to, balance inquiry, bills payment, and/or transfer of funds in such amount as the representatives may deem appropriate, from one or more depository accounts/s to another depository account/s, and/or from one or more depository account/s to a depository account/s with the bank belonging to the Corporation's affiliate(s)/subsidiary(ies) in accordance with and subject to the terms and conditions of the depository bank's electronic banking services;
- (iii) Close the depository account/s and ask, demand, sue for, receive the proceeds of such depository account/s;

"RESOLVED FINALLY, that all pertinent documents, instruments, and to do and all acts required in connection with the enrollment, operation and maintenance of the depository account/s under the depository bank's electronic banking services, under such terms and conditions that may be deemed suitable for the Corporation, shall be signed, executed, and delivered by any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory."

**c. LOAN NEGOTIATION AND DRAWINGS, AVAILMENTS OR UTILIZATION OF LOANS OR OTHER CREDIT ACCOMMODATIONS**

"RESOLVED, that any and all loans or other credit accommodations or facilities of the Corporation including trust receipts with any of its depository banks, their subsidiaries and affiliates and/or trust departments, or with any other bank or non-bank financial institution, or with any other lender or entity, or with any foreign bank, shall hence forth, be negotiated, concluded and obtained (including any and all renewals, extensions or amendments thereof), by the any two (2) Group A signatories under such terms and conditions as the said authorized signatories may deem proper and reasonable; and to secure the payment of the principal and interest thereof, by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, under such terms and conditions and stipulations as the said authorized signatories may deem advisable and desirable in the best interest of the Corporation and its stockholders; 



"RESOLVED, FURTHER, that the said authorized signatories, be, as they are hereby, authorized to sign, execute, and deliver such loan documents, mortgages, pledges, assignments, conveyances, trust receipts, and such other instruments and papers as may be required, necessary or incidental to implement and carry into effect the authority herein granted;

"RESOLVED, FURTHER, that any drawings, availments, reavailments, usage or utilization of the loans or other credit accommodations or facilities including trust receipts, promissory notes, drafts, bills of exchange, and other negotiable or non-negotiable instruments or other evidence of indebtedness shall be signed, executed, and delivered by any two (2) Group A signatories;

"RESOLVED, FINALLY, that Letters of Awareness (LOA) issued by the Corporation for and in behalf of its subsidiaries' borrowings shall likewise be signed, executed and delivered by the said authorized signatories in accordance with their signing authority limitations."

**d. OPENING OF LETTERS OF CREDIT OR OTHER MODES OF TRADE PAYMENTS/COLLECTIONS**

"RESOLVED, that any and all documents, instruments, and papers, including, and without in any manner restricting or limiting to, applications for establishment or opening of letters of credit, or other modes of trade payments/collections, their renewals, extensions, amendments or increase or decrease of the same, bankers acceptances, bills of exchange, guarantee bonds, bills of lading or any and all such other instruments, documents, and papers, including, but not limited to those related to foreign exchange transactions, such as spot purchase or sale of foreign exchange, forward purchase, and sale of foreign exchange, servicing of trade or non-trade transactions involving visibles and invisibles, shall be signed, executed, and delivered by any two (2) Group A signatories;

**e. HEDGING TRANSACTIONS**

"RESOLVED, as it is hereby resolved, that to manage and/or hedge interest rate exposures and foreign exchange risks, the Corporation is authorized to enter into hedging transactions including derivatives or avail of institutional products with any of its depository banks or any of its branches, affiliates, and subsidiaries or other reputable institutions, including, but not limited to, financial and investment products, funding mechanisms, foreign exchange transactions, option contracts, forward contracts, cross-currency swaps, interest rate swaps, and cross-currency interest rate swaps;

"RESOLVED FURTHER, that any two (2) Group A signatories are authorized to negotiate, conclude, sign, execute and deliver for and in behalf of the Corporation such documents including, but not limited to, the International Swap and Derivatives Association (ISDA) Agreement, instruments and papers as may be required or necessary to implement and carry into effect the authority herein granted;

"RESOLVED FURTHER, that to manage commodity price exposures, the Corporation is authorized to enter into hedging transactions including derivatives or avail of institutional products with any of its depository banks or any of its branches, affiliates, and subsidiaries or other reputable institutions, including, but not limited to, financial and investment products, funding mechanisms, option contracts, forward contracts, and commodity swaps;

"RESOLVED FURTHER, that any two (2) Group A signatories are authorized to negotiate, conclude, sign, execute, and deliver for and in behalf of the Corporation such documents including, but not limited to, the International Swap and Derivatives Association (ISDA) Agreement, instruments, and papers as

may be required or necessary to implement and carry into effect the authority herein granted;

"RESOLVED FINALLY, that any two (2) Group A signatories shall be the authorized signatories for the hedging transactions on interest rate, currency and commodity swaps, option contracts and forward contracts."

**f. AUTHORITY TO APPOINT AND DESIGNATE SIGNATORIES**

"RESOLVED, that the authorized signatories under paragraph k be, as they are hereby, authorized and empowered, to appoint and designate in writing, signatories of the Corporation, who shall be authorized to:

- (i) deposit funds of the Corporation, which shall be subject to withdrawals or charge at any time upon checks, notes, drafts, bills of exchange, acceptances, undertakings or other instruments or orders for the payment of money when signed, drawn accepted or endorsed by the appointed or designated signatories in accordance with the limit of the signing authority therein granted;
- (ii) apply for the establishment or opening of letters of credit, their renewals, extensions, amendments or increase or decrease of the same, bankers acceptances, bills of exchange, guarantee bonds, bills of lading or any and all such other instruments, documents and papers related to domestic and international transactions, such as importations, trade or service transactions involving visibles and invisibles;
- (iii) (a) apply for export and local permits or licenses, commercial lists, certificates of origin, certificates of inspection, survey reports invoices, bills of lading, drafts, bills of exchange, packing, insurance policies, certificates of quality and analysis or any and all such other documents, instruments or papers related to, and in connection with, necessary, required or incidental to exportations and domestic sales;
- (b) issue letters of guarantee or such other documents or instruments issued by the Corporation for any discrepancies in connection with the negotiation of letters of credit established in favor of the Corporation;
- (iv) negotiate, sign, conclude, execute and deliver agreements extending trade and other credit facilities for and in behalf of the Corporation, under such terms and conditions as are in the best interest of the Corporation and its stockholders, with authority to enter into such collateral and subsidiary contracts and security arrangements including, but not limited to, pledges, real estate and chattel mortgages, *dacion en pago*, and others;
- (v) negotiate, sign, conclude, execute, and deliver agreements pertaining to the lease, sub-lease, purchase, sale or disposition of personal property, including, but not limited to raw materials, spare parts, machinery, and equipment, as well as the contracting of services necessary for the continued operations of the Corporation;
- (vi) sell, dispose, lease, sub-lease, lease-purchase, administer, manage, or enter into joint venture agreement over or of real property belonging to the Corporation, or purchase, acquire, lease, sub-lease, lease-purchase, administer, manage, or enter into joint venture agreement over or of real property belonging to any other party, including land, building, or improvements thereon;
- (vii) participate in any and all public auctions and/or negotiated sales at the Bureau of Customs covering forfeited and other articles/goods under the custody of the Bureau of Customs and appoint representatives who shall:



- a) act for and in behalf of the Corporation in registering for and witnessing the tabulation of bids in any auction or negotiated sale;
  - b) submit sealed bids/offers;
  - c) accept delivery of such articles as will be sold/awarded to the Corporation; and
  - d) sign and deliver any and all documents, papers, and do perform such other acts in connection with the authority granted under (a), (b), and (c);
- (viii) any sale or disposition of rolling stock such as trucks, cars, trailers and similar equipment;
- (ix) negotiate, conclude, sign, execute, endorse, and deliver applications and utilizations for permits, licenses, and authorizations with proper governmental agencies or instrumentalities, including, but not limited to, constructions, renovations and alterations of lands, buildings and other improvements thereon, as well as, for the installation and maintenance of public utilities such as, among others, power, light, water, telephone, and communication, and such other permits, licenses or authorizations required, necessary, and/or incidental to the business of the Corporation;
- (x) negotiate, conclude, sign, execute, endorse, and deliver instruments, documents, and/or securities relative and pertinent to the applications and utilizations of public and private utilities and services by the Corporation, made in the ordinary course of business, such as among others, power, light, water, communication, including, but without limitations to, endorsement and delivery of securities of telephone, power, light, and water companies (public or private);
- (xi) sign, execute, deliver contracts, documents, and agreements with telecommunication companies relative to the Corporation's application for telecommunication services with the said companies, including, but not limited to, purchase and or lease of cellular telephones, beepers, and such other communication equipment so purchased and/or leased to such officers and personnel of the Corporation; and
- (xii) negotiate, sign, conclude, execute, and deliver, in the ordinary course of business, contracts, documents and agreements related to, necessary, and/or incidental to the pursuit of the business of the Corporation, including, but not limited to, confidentiality agreements, licensing agreements, and trust agreements."

***g. AUTHORITY TO APPOINT AND DESIGNATE REPRESENTATIVE TO PROSECUTE, DEFEND, ARBITRATE, SETTLE, AND/OR COLLECT***

"RESOLVED, that the authorized signatories under paragraph k be, as they hereby are, authorized and empowered to represent or to appoint and designate in writing a representative, to act, negotiate, sign, conclude, and deliver for and in the name of the Corporation for the application, prosecution, defense, arbitration, conciliation, execution, collection, compromise or settlement of:


- (i) Any and all claims or suits for or against the Corporation, including, but without in any manner restricting or limiting to, the acceptance of pledges, real estate or chattel mortgages, bonds or any forms of undertaking as collateral security for the payment of obligations to the Corporation, extension of credit; or any and all claims or suits for or against the Corporation arising from, or in connection with, any disputes involving any and all contracts, deeds or acts of whatever kind and nature where the Corporation is a party directly or indirectly and all disputes involving all acts and products of the Corporation;

- (ii) Any and all protests, claims or suits of the Corporation against any and all persons (natural or juridical), firms or entities, including, but without in any manner restricting or limiting to, forwarders, carriers, brokers, transportation or shipping insurance companies, agencies or any other party or entity involving, short, defective or erroneous delivery, consignment, transport or shipment of goods, wares, machineries or against any and all persons, firms or entities arising out of, or in connection with any kind of breach or violation of their contractual obligations with the Corporation including the Government of the Republic of the Philippines, its agencies or instrumentalities;
- (iii) Any and all claims, applications, negotiations, registrations, protests, and the like relating to or arising from or in connection with all the intellectual property, trademarks, tradenames, service names, patents, licenses, copyrights and the like of the Corporation;
- (iv) Any and all claims and negotiations relating to or arising from the labor relations of the Corporation, including, but not limited to, collective bargaining agreements, labor conciliation, arbitration or negotiation and the like; or
- (v) Any and all foreclosures of properties mortgaged to the Corporation, judicial or extra-judicial, with authority to enter upon and take possession of the mortgaged properties, execute and sign deeds of sale in favor of the Corporation as attorneys-in-fact of the mortgagor(s), and to sell and dispose of the same to the highest bidder at public auction after the publication of notice in accordance with law; to execute and deliver, on behalf of the Corporation, in its name and stead, in case of sale of the foreclosed properties to the Corporation after the expiration of the redemption period, or in the case of the waiver of such redemption period, such deeds, documents of conveyances or transfer as may be necessary for the purpose of vesting in the Corporation as purchaser of such full, complete, and absolute title to the properties so sold;

"RESOLVED FURTHER, that the authorized signatories under paragraph k be, as they are hereby, authorized to do and perform on behalf of the Corporation, whatever act such signatory may deem necessary, including, but not limited to, causing the preparation and filing of pleadings, motions and other papers, verifying the same and the allegations therein, executing affidavits or sworn statements, giving testimonies, and making certifications against forum shopping in the cases (i), (ii), (iii), (iv), and (v) mentioned above;

"RESOLVED FURTHER, that the above signatories be, as they are hereby, authorized and empowered to engage the services of, and designate and appoint as representatives, agents, or attorneys-in-fact of the Corporation, any individual, party, entity or firm for the application, prosecution, defense, arbitration, conciliation, execution, collection, compromise or settlement of (i), (ii), (iii), (iv), and (v) mentioned above;

"RESOLVED FINALLY, that in connection with the foregoing powers and authority, the aforementioned authorized signatories of the Corporation be, as they are hereby, authorized to assign the enforcement of any of the causes of action or defense of the Corporation in favor of a trustee or plaintiff for collection or defense, and to designate, in writing, such lawyers or law firms to appear, act for, or otherwise represent the Corporation in all judicial, quasi-judicial, administrative or arbitration board hearings, incidents and other proceedings, including, but without in any manner restricting or limiting to, all pre-trial conferences, and to do any and all of the following acts and deeds:

- a) To negotiate, conclude, enter into and execute a compromise or amicable settlement of the case or dispute; 



- b) To agree on the simplification of the issues;
- c) To amend the pleadings;
- d) To agree to stipulations or obtain admissions of facts and of documents to avoid unnecessary proofs;
- e) To limit the number of witnesses;
- f) To undertake a preliminary reference of issues to a commissioner;
- g) To explore and/or consider alternatives modes of dispute resolution, such as but not limited to mediation proceedings; and
- h) To do and agree on such other matters as may aid the prompt disposition of the case or dispute."

***h. AUTHORITY TO PURCHASE AND SELL AND/OR LEASE REAL PROPERTY***

"RESOLVED, that any sale, disposition, lease, sub-lease, lease-purchase, administration, management or joint venture agreement over or of real property belonging to the Corporation, or purchase, acquisition, lease, sub-lease, lease-purchase, administration, management or joint venture agreement by the Corporation over or of real property belonging to any other party, including land, building, or improvements thereon, for any amount and under such terms and conditions as the authorized signatories may deem for the best interest of the Corporation, shall be signed, executed and delivered by the authorized signatories under paragraph k;

"RESOLVED FURTHER, that the authorized signatories are fully authorized to execute, sign, and deliver all deeds necessary to accomplish the foregoing, hereby confirming and ratifying all acts that any of them may have done or shall lawfully do or cause to be done under this Resolution."

***i. AUTHORITY TO ACQUIRE TAX CREDIT CERTIFICATES AND RECEIVE REVALIDATED TAX CERTIFICATES***

"RESOLVED, that the authorized signatories under paragraph k are authorized by the Board of Directors to act in the name and on behalf of the Corporation with the following powers:

- (i) To acquire Tax Credit Certificates (TCCs) from customers and other entities under such terms and conditions as are in the best interest of the Corporation and its stockholders;
- (ii) To represent the Corporation before the One-Stop Shop Inter-Agency Tax Credit and Duty Drawback Center of the Department of Finance (DOF-Center) in relation to the following applications, transactions and communications:
  - a. for issuance, utilization, transfer, and revalidation of Tax Credit Certificate (TCC);
  - b. Communications to the DOF-Center pertaining, but not limited, to queries, complaints, motions for reconsideration, appeal, cancellation, endorsement, and authorizations;
- (iii) To make, sign, and certify all documents, whether written or in electronic form, in connection with the above-mentioned transactions;

- (iv) To designate company personnel to do liaison works, receive related communications and letters from the DOF-Center, follow up on the status of pending applications, and pick up from the DOF-Center the signed tax credit certificates and tax debit memos with proper authorization in relation to the Company's transactions with the DOF-Center representatives and third parties, necessary in the execution and performance of the related activities of this section but in accordance with the authorization as provided for in Section VII, the Authority To Appoint and Designate Signatories, of this Resolution. The authorization shall be valid and in effect until otherwise revoked or amended and an advice to the DOF-Center of any change in the aforementioned authorization will be made within one (1) week from the date of said change and wherein the DOF-Center shall recognize only such authorization and/or changes upon its receipt;
- (v) To designate company officers or company representatives who will officially communicate with the DOF-Center in relation to the Company's transactions with the DOF-Center to include its designation and designated address and contact numbers and designation is in accordance with the authorization as provided for in Section VII, the Authority To Appoint and Designate Signatories, of this Resolution. The authorization shall be valid and in effect until otherwise revoked or amended and an advice to the DOF-Center of any change in the aforementioned authorization will be made within one (1) week from the date of said change and wherein the DOF-Center shall recognize only such authorization and/or changes upon its receipt; and
- (vi) Generally, to act as agent for the Corporation and to execute and perform on behalf of the Corporation all lawful and reasonable acts as fully and effectually to all intents and purposes as the Corporation might or could do in relation to the foregoing applications, transactions, and communications;

"RESOLVED FINALLY, that each of the above-named signatories is authorized to sign, execute, and deliver for and in behalf of the Corporation the corresponding Deed of Assignment and such other instruments and papers as may be required, necessary, or incidental to implement and carry into effect the authority herein granted."

***j. AUTHORITY TO SIGN AND DELIVER AGREEMENTS, INSTRUMENTS, DOCUMENTS, AND/OR SECURITIES***

"RESOLVED, that the authorized signatories under paragraph k are authorized to negotiate, sign, conclude, execute, and deliver, in the ordinary course of business, contracts, documents and agreements related to, necessary, and/or incidental to the pursuit of the business of the Corporation, including, but not limited to, confidentiality agreements, licensing agreements, and trust agreements;

"RESOLVED FURTHER, that any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory, as each of them is hereby, authorized and empowered to sell, pledge, deliver shares of stock as well as proprietary shares in clubs, sports, and other recreational entities;

"RESOLVED FURTHER, that any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory be, as each of them is hereby, authorized and empowered to act and vote in person or by proxy for and on behalf of the Corporation at any meeting of stockholders for any corporation in which the Corporation may own stock or proprietary shares;

"RESOLVED FURTHER, that any two (2) Group A, or one (1) Group A signatory signing jointly with the Group B signatory be authorized to sign all documents relating to the nomination and designation of the Corporation's representatives and proxies in any corporation or in clubs, sports and other recreational facilities in which the Corporation may own stock or proprietary shares;



“RESOLVED FURTHER, that any Group A or the Group B signatory be, as each of them is hereby, authorized and empowered to negotiate, conclude, sign, endorse and deliver instruments, documents, and/or securities relative and pertinent to the applications and utilizations of public and private utilities and services by the Corporation, made in the ordinary course of business, such as among others, power, light, water, communication, including, but without limitations to endorsement and delivery of securities of telephone, power, light, and water companies (public or private);

“RESOLVED FINALLY, that any Group A, or the Group B signatory be, as each of them is hereby, authorized to purchase and or lease for the Corporation cellular telephones, and such other communication equipment, so purchased and/or leased to such officers and personnel of the Corporation.”

**k. DESIGNATION OF OFFICERS AND PERSONS WITH SIGNING AUTHORITIES**

“RESOLVED, that for purposes of the implementation of the foregoing resolutions, the following officers and persons are hereby appointed as signatories under the Group appearing before their names and for the amounts designated below:

CLASS A	
Henry T. Sy, Jr.	Chairman
Robert G. Coyiuto, Jr.	Vice Chairman
Paul P. Sagayo, Jr.	Director/President
Justice Lady P. Soriano	Treasurer/Chief Financial Officer/ Investor Relations Officer
CLASS B	
Zurohayda Yoko M. Montierro	Audit and Risk Officer
Cheryl S. Saldaña-de Leon	Corporate Secretary
Pia Isabel O. Co	Compliance Officer
CLASS C	
Ria Mae Gatchallan	Accounting Supervisor
Trixie Corpuz	Accountant


Amount	Authorized Signatory
Php50,000.00 and below	Two Class C signing jointly
Php200,000.00 and below	Two Class B signing jointly
Any Amount	Two Class A signing jointly

Note: Any signatory of a higher class or signing authority may replace those of a lower class or signing authority

“RESOLVED FINALLY, that these resolutions cancel and supersede, as they hereby cancel and supersede, all previous resolutions which are inconsistent herein.”

**6. AUTHORITY TO TRANSACT WITH BDO UNIBANK, INC. AND BDO’S TRANSACTION BANKING GROUP**

After some discussion and upon motion duly made and seconded, the following resolutions were approved:

“RESOLVED, that **SYNERGY GRID & DEVELOPMENT PHILS., INC.** is authorized to open and maintain current, savings, and/or time deposit account/s with BDO Unibank, Inc. (the “Bank”) AND/OR avail itself of the products and services of BDO's Transaction Banking Group (“TBG”) such as without limitation 

to, disbursement services, collection services, account information services, payroll services, electronic banking services, and such other existing and future products and services of TBG (collectively, the “TBG Products/Services”), and be bound in accordance with and subject to BDO’s rules and regulations, terms and conditions, and/or agreement(s) to be entered into with BDO for the use and availment of the TBG Products/Services;

“RESOLVED FURTHER, that any two CLASS A signatories or any one CLASS A signatory signing jointly with any one CLASS B signatory, acting jointly, to wit:

CLASS A	
Henry T. Sy, Jr.	Chairman
Robert G. Coyiuto, Jr.	Vice Chairman
Paul P. Sagayo, Jr.	President
Justice Lady P. Soriano	Treasurer/Chief Finance Officer/ Investor Relations Officer
CLASS B	
Zurohayda Yoko M. Montierro	Audit and Risk Officer
Cheryl S. Saldaña-de Leon	Corporate Secretary
Pia Isabel O. Co	Compliance Officer

(“the Representative/s”), be as he/she/they are hereby empowered and authorized to do the following acts on behalf of the Corporation with full power of substitution:

1. Open, maintain, and manage in the name of the Corporation, current, savings, and/or time deposit account/s (Philippine Peso and/or foreign currency) with any Branch/es of BDO (the “Depository Account/s”);
2. Deposit to and withdraw from the Depository Account/s, in whatever form and manner, and in such amount as the Representative/s shall, in his/her/their sole discretion, deem appropriate or necessary;
3. Close the Depository Account/s and ask, demand, sue for, collect, receive the proceeds thereof in the name of the Corporation;
4. Receive, accept, endorse, and negotiate all checks, drafts, or orders of payment payable to the Corporation or its order which may require the Corporation’s endorsement;
5. Execute, sign, deliver, and perform for and on behalf of the Corporation, the documents, instruments, agreements, acts and/or deeds, which may be necessary or required in connection with the use and availment of the TBG Products/Services, under such terms and conditions as the Representative/s may deem fit, including enrollment forms, notices, instructions, debit authorizations, and/or designation of email addresses authorized to transmit files and/or instructions, that may be required or permitted under the terms of such documents, instruments, agreements, acts, and/or deeds;
6. For Business Online Banking (BOB), enroll, dis-enroll, re-enroll Depository Account/s in BOB; name, designate, enroll Company System Administrator authorized to do, and perform acts allowed under BDO’s terms and conditions governing BOB; dis-enroll and/or re-enroll Company System Administrator in/from BOB; enroll, dis-enroll, and/or re-enroll merchant/subscriber and/or third party accounts in BOB for bills/other payment purposes; enroll the following Users in the BOB Facility, with authority to: (i) exercise and perform access rights with respect to the enrolled Depository Account/s as may be allowed under BDO’s terms and conditions governing BOB and do transactions [subject to the limitations





set forth below] and (ii) do transactions with respect to the Depository Account/s, such as without limitation, account viewing, balance inquiry, bills payment/payment to enrolled merchant/subscriber/third party accounts, transfer of funds from one or more Depository Account/s to another Depository Account/s, and/or transfer of funds from one or more Depository Account/s to enrolled depository account/s of related entity/ies of the Company (i.e. subsidiary, affiliate, parent, and/or holding company);

CLASS A	
Henry T. Sy, Jr.	Chairman
Robert G. Coyiuto, Jr.	Vice Chairman
Paul P. Sagayo, Jr.	President
Justice Lady P. Soriano	Treasurer/Chief Finance Officer/ Investor Relations Officer
CLASS B	
Zurohayda Yoko M. Montierro	Audit and Risk Officer
Cheryl S. Saldaña-de Leon	Corporate Secretary
Pia Isabel O. Co	Compliance Officer
CLASS C	
Ria Mae Gatchallan	Accounting Supervisor
Trixie Corpus	Accountant

Amount	Authorized Signatory
PhP50,000 and below	Two Class C signing jointly
PhP200,000.00 and below	Two Class B signing jointly
Any Amount	Two Class A signing jointly
Note: Any signatory of a higher class or signing authority may replace those of a lower class or signing authority	

- 7. To designate the respective roles of Users in BOB Facility (Maker, Approver, and/or Verifier), and the acts/transactions which the Users are authorized to do or perform under the BOB Facility;
- 8. For Check Writing Solution, to sign checks by digitized/photolithographic/machine signatures and that all checks of the Corporation bearing said digitized/photolithographic/machine signatures of its authorized signatories shall be considered valid and enforceable against the Corporation;
- 9. Give consent to or allow the enrollment, use, and aggregation of the Corporation’s accounts with BDO for purposes of compliance by its related company/ies with any average daily balance requirement (ADB) of BDO, subject to existing policies of BDO on ADB compliance requirement;
- 10. Give consent to or allow the enrollment and use of the Corporation’s account/s with BDO to serve as debit account/s to fund the payroll needs/requirements of its related company/ies, subject to existing policies of BDO thereon; and
- 11. Execute, deliver, and perform any and all acts, documents, instruments as may be necessary or required to give full force and effect to the foregoing authorized acts.

“RESOLVED FURTHER, that the Corporation ratifies and confirms all that the Representative/s [or his/her/their substitute/s] may lawfully do or cause to be done under and by virtue of these presents;



"RESOLVED FURTHER, that the foregoing resolutions shall remain valid and subsisting unless otherwise revoked or amended in writing by the Corporation, duly served upon BDO;

"RESOLVED FINALLY, that the Representative/any one of the Representatives is empowered and authorized to advise BDO of these resolutions."

## 7. ADJOURNMENT

There being no further business to transact, the meeting was adjourned.

Certified Correct:

  
**ANDREANNE HANNAH B. DIMAANDAL**  
 Assistant Corporate Secretary

Attested:

  
**HENRY T. SY, JR.**  
 Chairman

Approved:

  
**ROBERT G. COYIUTO, JR.**  
 Vice Chairman

  
**VICENTE D. GEROCHI IV**  
 Director

  
**LUIS JOSE P. FERRER**  
 Independent Director

  
**PAUL P. SAGAYO, JR.**  
 Director/President

  
**JOSE PERPETUO M. LOTILLA**  
 Lead Independent Director

  
**FRANCIS SATURNINO C. JUAN**  
 Independent Director