

MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS
OF

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

Held at the office of the Corporation on
19 November 2021, at 3:00PM

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
Cheryl S. Saldaña-de Leon
Pia Isabel O. Co

1. **Call to Order**

The Chairman of the meeting, Mr. Henry T. Sy, Jr. called the meeting to order and presided over the same. The Corporate Secretary, Cheryl S. Saldaña-de Leon, recorded the minutes of the proceedings.

The 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. **Certification of Notice and Quorum**

The Secretary certified that notices were sent to all directors by telephone or by electronic mail, and that a quorum existed for the transaction of business. During the roll call, the 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.	Makati City	Laptop	Yes	Yes
Robert G. Coyiuto, Jr.	Las Piñas City	Laptop	Yes	Yes
Paul P. Sagayo, Jr.	Pasig City	Laptop	Yes	Yes
Vicente D. Gerochi IV	Quezon City	Desktop	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	Laptop	Yes	Yes

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[Signature]

The Secretary certified that a quorum was present for the transaction of business with the presence of all members of the Board. Thereafter, the Chairman declared that the Board could now proceed to transact the official business for this meeting.

3. **Approval of Minutes of the Regular Board Meeting held on 12 November 2021**

Upon motion duly made and seconded, the Board of Directors unanimously passed and approved the following resolution:

“RESOLVED, that the minutes of the Regular Board Meeting of the Board of Directors of the Corporation held on 12 November 2021 be, as it is hereby, approved.”

4. **Declaration of Dividends**

Upon motion duly made and seconded, the Board of Directors unanimously passed and approved the following resolution:

“RESOLVED, that in view of the dividends received by the Corporation from its subsidiaries, OneTaipan Holdings, Inc. and Pacifica21 Holdings, Inc., the Corporation is hereby authorized to declare, release, pay and distribute cash dividends from the Corporation’s unrestricted retained earnings not later than 10 January 2022 the amount One Billion Fifty Three Million One Hundred Seventy Three Thousand Two Hundred Pesos (PhP1,053,173,200.00) to the Corporation’s shareholders as of record date of 14 December 2021;

“RESOLVED FURTHER, that the President, Corporate Secretary, Treasurer and other officers of the Corporation, be authorized to execute documents and perform any and all acts necessary and proper to carry out the foregoing resolutions;

“RESOLVED FINALLY, that these resolutions shall remain valid, subsisting, and enforceable, unless subsequently modified, revoked, rescinded, or suspended by a resolution of the Board of Directors.”

5. **Updating of Registration with the Bureau of Internal Revenue**

Upon motion duly made and seconded, the Board of Directors unanimously passed and approved the following resolution:

"RESOLVED, the Corporation be authorized to update and amend its Certificate of Registration with the Bureau of Internal Revenue (BIR) Revenue District Office (RDO) 043 in Pasig City;

“RESOLVED FURTHER, that that the Corporation authorizes its Comptroller and Related Party Transactions Officer, Ms. Ma. Theresita G. Yulo, to apply, sign and execute any and all documents, notices, reports, plans, and declarations that may be required by the BIR and to do or cause to be done such other acts and deeds, as may be necessary in connection with the foregoing, for and in behalf of the Corporation;



“RESOLVED FURTHER, that that the Corporation authorizes its employees, Mr. Amir Saud Feliciano and Ms. Sabina Dula, to transact with the BIR and file and deliver any and all signed documents that may be required by the BIR for the issuance of an updated and amended BIR registration, and to claim and receive the necessary certificates, permits, documents and license upon issuance by the BIR;

“RESOLVED, FINALLY, that the foregoing authority shall continue to be in full force and effect until modified, altered, or revoked by the Board of Directors in a resolution duly certified by the Corporate Secretary.”


6. **Adjournment**

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

[Signature page follows.]



CERTIFIED CORRECT:


CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

ATTESTED AND APPROVED:


HENRY T. SY, JR.
Chairman


PAUL P. SAGAYO, JR.
Director/President


JOSE PERPETUO M. LOTILLA
Lead Independent Director


FRANCIS SATURNINO C. JUAN
Independent Director


ROBERT G. COYIUTO, JR.
Director


VICENTE D. GEROCHI IV
Director


LUIS JOSE P. FERRER
Independent Director

