

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS
OF
BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Held at 16th Floor Citibank Tower,
8741 Paseo de Roxas, Makati City
June 26, 2020 (Friday), 3:00 P.M.

DIRECTORS PRESENT:

Regular Directors:

Mr. Cesar C. Zalamea
Mr. Isidro C. Alcantara, Jr.
Mr. Macario U. Te
Atty. Remegio C. Dayandayan, Jr.
Mr. Augusto C. Serafica, Jr.
Atty. Hermogene H. Real
Mr. Rolando S. Santos
Ms. Minda P. de Paz

Independent Directors:

Atty. Carlos Alfonso T. Ocampo
Mr. Felix Cesar L. Zerrudo

OTHERS PRESENT:

Atty. Maila G. De Castro (Corporate Secretary)
Atty. Kenneth Peter D. Molave (Asst. Corporate Secretary)

I. CALL TO ORDER

Mr. Cesar C. Zalamea, the Chairman of the Board, called the meeting to order and presided over the same. Atty. Maila G. De Castro recorded the minutes of the proceedings.

II. CERTIFICATION OF QUORUM

The Corporate Secretary confirmed the attendance of majority of the members of the Board and certified that a quorum existed for the transaction of business.

III. RENEWAL OF LICENSE AND/OR PERMIT WITH OPTICAL MEDIA BOARD

The Chairman informed the Board of the need to renew the license with Optical Media Board which already expired last 07 March 2020. Upon motion duly made and seconded, the following resolutions were approved:

“RESOLVED, as it is hereby resolved, that the Corporation be authorized, as it is hereby authorized, to apply for a license and/or permit with the Optical Media Board to allow distribution and replication of data disc which will contain materials for the meeting/s of the Corporation.

“RESOLVED, FURTHER, that the Corporate Secretary, Atty. Maila Lourdes G. De Castro, or any of the Assistant Corporate Secretaries, be authorized, as they are hereby authorized, to sign, execute and deliver any and all documents relevant to such application and to perform any and all acts necessary to secure such license/permit.”

“RESOLVED, FINALLY, that the foregoing resolutions shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary.

IV. APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

The Management presented to the Board the Audited Financial Statements for the year ended 31 December 2019. After presentation and deliberations, upon motion duly made and seconded, the Board resolved to approve the Audited Financial Statements as presented and further resolved as follows:

“RESOLVED, that the Corporation’s Board of Directors affirms and confirms the approval of the Corporation’s Audited Financial Statements for the year ending 31 December 2019 as duly endorsed by the Audit Committee in its meeting on 19 June 2020.”

“RESOLVED, FURTHER, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered to issue the Audited Financial Statements for the year ending 31 December 2019 as certified by its external auditor, Reyes Tacandong and Co.”

“RESOLVED, FURTHER, that the Corporation's Chairman, Mr. Cesar C. Zalamea, President, Isidro C. Alcantara, Jr., and Treasurer, Rolando S. Santos, be authorized and empowered to sign, execute and deliver the Statement of Management Responsibility as well as any and all documents, papers and instruments necessary in connection with the approval, release and filing of the Corporation's Audited Financial Statements. The aforementioned individuals are likewise authorized to perform any and all acts which they may deem proper and necessary to implement the foregoing resolution.”

“RESOLVED, FURTHER, that the Corporation hereby confirms the authority of the Company’s external auditor to file the Audited Financial Statements after its approval by the Board of Directors.”

“RESOLVED, FINALLY, that it is hereby resolved, that the Corporate Secretary be authorized to issue certification(s) relative to the foregoing resolutions.”

VI. APPROVAL OF SUSTAINABILITY REPORT FOR THE YEAR 2019

The Management likewise presented to the Board the Sustainability Report for the year ended December 31, 2019. Thus, upon motion duly made and seconded, the Board approved

the Sustainability Report for the year ended December 31, 2019 with the Annual Report.

“RESOLVED, that the Corporation’s Sustainability Report for the year ended December 31, 2019 with the Annual Report as presented by the Management be, as it is hereby, approved.”

VII. APPROVAL OF THE 2020 REVISED MANUAL ON CORPORATE GOVERNANCE

The Management then informed the Board of the requirement to submit the Revised Manual on Corporate Governance for 2020 in line with SEC Memorandum Circular No. 24, Series of 2019. After preparation and review, upon motion duly made and seconded, the Board approved the Revised Manual on Corporate Governance for the year 2020.

“RESOLVED, that the 2020 Revised Manual Corporate Governance as prepared and presented by the Management in line with SEC Memorandum Circular No. 24, Series of 2019 be, as it is hereby, approved.”

VIII. ADJOURNMENT

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

Prepared by:


ATTY. KENNETH PETER D. MOLAVE
Co-Assistant Corporate Secretary


ATTY. MAILA G. DE CASTRO
Corporate Secretary