

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

Held at 4th Floor Citibank Center, 8741
Paseo de Roxas, Makati City
December 7, 2020 (Monday), 3:00 P.M.

DIRECTORS PRESENT:

Regular Directors:

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

Independent Directors:

Carlos Alfonso T. Ocampo
Felix Cesar L. Zerrudo

OTHERS PRESENT:

Atty. Maila G. De Castro (Corporate Secretary)
Atty. Kenneth Peter D. Molave (Co-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. AUTHORITY TO FILE BIR FORMS NO. 1600-VT (VALUE-ADDED TAX WITHHELD AND O619 (FINAL WITHHOLDING TAX))

The Management seeks authority to the Board to apply, process, sign, execute and deliver any and all documents necessary to pay the applicable taxes of the Corporation and file its Monthly Remittance Returns of Value-Added Tax Withheld and Final Withholding Tax (Bureau of Internal revenue [BIR] Form Nos. 1600-VT and 0619, respectively) with the BIR, and likewise to authorize its Senior Vice President and Treasurer, Mr. Rolando S. Santos, or its Risk Management/Chief Risk Office, Mr. Dale A. Tongco, to exercise such authority and/or to confirm their appointed or designated representatives to perform the acts

authorized herein. Thus, upon motion duly made and seconded, the Board resolved to approve the authority and resolved as follows;

"RESOLVED, that Bright Kindle Resources & Investments, Inc. (the "Corporation") authorizes and empowers, as it hereby authorizes and empowers, the Corporation's Senior Vice President and Treasurer, **Mr. Rolando S. Santos**, or its Vice President for Risk Management/Chief Risk Officer, **Mr. Dale A. Tongco**, to, for and on behalf of the Corporation, "

"RESOLVED FURTHER, that the appointment and designation either by Mr. Rolando S. Santos or Mr. Dale A. Tongco of any one (1) of the following representatives with the authority to submit, file and/or process, any and all documents, necessary to pay the Corporation's taxes and file its Monthly Remittance Returns of Value-Added Tax Withheld and Final Withholding Tax with the BIR be, as it is hereby, approved, confirmed and affirmed:

Mr. Ronaldo E. Valdez
or
Mr. Marvin S. Elpeloa

"RESOLVED, FURTHER, that the Corporate Secretary and/or any of the Assistant Corporate Secretaries be authorized to issue the necessary resolutions or certification in accordance with the requirement of the Corporation to carry out the purposes and intent of the foregoing resolutions."

"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."

V. OTHER MATTERS

The Chairman then opened the table to discuss other matters.

VI. 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