

MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF FORUM PACIFIC, INC.  
HELD ON AUGUST 22, 2023 AT 10:30 A.M.  
35<sup>TH</sup> FLR. ONE CORPORATE CENTER, PASIG CITY (VIA REMOTE COMMUNICATION)

Directors Present:

Mr. Ruben D. Torres  
Mr. Kenneth T. Gatchalian  
Ms. Elvira A. Ting  
Mr. Richard L. Ricardo  
Atty. Arthur R. Ponsaran  
Atty. Lamberto B. Mercado, Jr.  
Mr. Renato C. Francisco  
Mr. Omar M. Guinomla  
Atty. Aristeo R. Cruz  
Mr. Josaias T. Dela Cruz  
Mr. Sergio R. Ortiz-Luis, Jr.

Also Present:

Atty. Arsenio A. Alfiler, Jr. (Corporate Secretary)

**1. CALL TO ORDER**

RUBEN D. TORRES as Chairperson called the meeting to order at 10:30 a.m. through remote communication using ZOOM video conferencing application and presided thereat. The Chair instructed the Corporate Secretary, Atty. Arsenio A. Alfiler, Jr. to make the roll call. After calling their names one by one all the Directors namely: Elvira A. Ting, Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., Arthur R. Ponsaran, Richard L. Ricardo, Atty. Aristeo R. Cruz, Omar M. Guinomla, Renato C. Francisco, Josaias T. Dela Cruz and Sergio R. Ortiz-Luis, Jr., they individually responded that they were present and participating via ZOOM video conferencing application, stating his/her full name and position, location, confirmed that he/she can clearly hear/see the other attendees and he/she received the notice of meeting, agenda and materials, and using Laptop/Tablet/Smartphone. The Corporate Secretary was instructed to record the Minutes of the Meeting.

**2. EXISTENCE OF A QUORUM**

Upon the Chairperson's inquiry, the Corporate Secretary certified that all the directors of the Corporation were personally present through ZOOM video conferencing application and therefore, a quorum existed to transact business.

**3. APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING**

The Chairman called the Board's attention to the minutes of the meeting of the Board of July 5, 2023. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.

### SETTING THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING FOR 2023

Onn motion duly made and seconded, the Board unanimously passed the following resolution:

"RESOLVED that the Corporation hereby authorizes to conduct the Annual Stockholders' Meeting on 04 October 2023, Wednesday at 2:00 p.m. via remote communication.

"RESOLVED FUTHER, as it is hereby resolved that the Corporation hereby set September 8, 2023 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during the said meeting and that from September 11 to October 4, 2023 the stock and transfer books be closed.


"RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the board of directors for election as members of the board of directors for the ensuing year.

"RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholder's Meeting on October 4, 2023.


"RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescinded or otherwise voided."


### **ADJOURNMENT**


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


  
ATTY. ARSENIO A. ALFILER, JR.  
Corporate Secretary

Attested by:

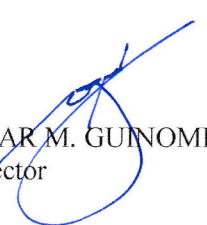
  
ELVIRA A. TING  
President

  
RUBEN D. TORRES  
Chairman of the Board

  
KENNETH T. GATCHALIAN  
Treasurer

  
ATTY. ARTHUR R. PONSARAN  
Director


  
RICHARD L. RICARDO  
Treasurer



OMAR M. GUINOMLA  
Director



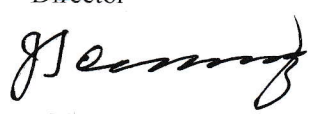
SERGIO R. ORTIZ-LUIS, JR.  
Director



ATTY. LAMBERTO B. MERCADO, JR.  
Director



RENATO C. FRANCISCO  
Director



JOSAIAS T. DELA CRUZ  
Director



ATTY. ARISTEO R. CRUZ  
Director



Republic of the Philippines

PASIG CITY

) S.S.

### SECRETARY CERTIFICATE

I, **ARSENIO A. ALFILER, JR.**, of legal age and with office address at Unit 3104 Antel Global Corporate Center, No. 3 Doña Julia Vargas Avenue, Ortigas Center, Pasig City, after having been sworn to in accordance with law, do hereby depose and state that;

1. I am the duly elected and incumbent Corporate Secretary of **FORUM PACIFIC, INC.**, a corporation duly organized and existing under Philippine laws with office address at 35<sup>th</sup> Flr., One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City (the "Corporation").
2. During the Board of Director's special meeting of the Corporation held on 22 August 2023, at which meeting a quorum was present and acted throughout, the following resolutions were duly approved and adopted unanimously:

"RESOLVED that the Corporation hereby authorizes to conduct the Annual Stockholders' Meeting on 04 October 2023, Wednesday at 2:00 p.m. via remote communication.

"RESOLVED FURTHER, as it is hereby resolved that the Corporation hereby set September 8, 2023 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during said meeting and that from September 11 to October 4, 2023 the stock and transfer books be closed.

"RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the board of directors for election as members of the board of directors for the ensuing year.

"RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholders' Meeting on October 4, 2023.

RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescinded or otherwise voided."

IN WITNESS WHEREOF, I have hereunto set my hand this AUG 22 2023 in the city of

PASIG CITY

*Arsenio A. Alfiler, Jr.*  
ATTY. ARSENIO A. ALFILER, JR.  
Corporate Secretary

Subscribed and sworn to before me this AUG 22 2023 at PASIG CITY, affiant exhibited to me his TIN with No. 108-160-743 as his competent evidence of identity.

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**FERDINAND D. AYAHAG**  
Notary Public  
For Pasig City, Patros and San Juan City  
Appointment No. 108 (2022-2023) valid until 12/31/2023  
MCLE Exemption No. VII-BEP-003719 valid until 04/14/23  
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001  
TIN 123-011-785; PTR 0161655, 01/06/23; Pasig City  
Unit 5, West Tower PSE, Exchange Road  
Ortigas Center, Pasig City Tel: +632-86314090