

**VIVANT CORPORATION**  
Organizational Meeting of the Board of Directors  
June 27, 2013 at 11:00 A.M.  
Cebu Country Club, Baniad, Cebu City

PRESENT:

Mr. Dennis N.A. Garcia  
Mr. Ramonito E. Garcia  
Mr. Charles Sylvestre A. Garcia  
Mr. Gil A. Garcia II  
Mr. Jose Marko A.G. Sarmiento  
Mr. Efrén P. Sarmiento  
Mr. Elbert M. Zosa  
Atty. Jesus B. Garcia, Jr.

NOT PRESENT:

Amb. Raul Ch. Rabe  
Mr. Antonio S. Abacan, Jr.

**I. Call to Order**

The incumbent Chairman, Mr. Dennis N.A. Garcia, called the meeting to order at 11:00 o'clock A.M. and presided over the same. The Corporate and Assistant Corporate Secretaries, Atty. Jess Anthony N. Garcia and Atty. Joan A. Giduquio-Baron recorded the minutes of the proceedings.

**II. Proof of Notice and Certification of Quorum**

Atty. Garcia certified that all newly-elected members of the board in accordance with law, and with the presence of at least a majority thereof, there was quorum to transact business.

**III. Reading and Approval of the Previous minutes of meeting**

Upon motion duly made and seconded, the minutes of the previous Meeting of the Board of Directors was duly approved and adopted.



IV. Election of Company Officers and Board Committee Chairmen and Members for 2013-2014

The following were elected as officers, chairman and members of the various Board Committees for 2013-2014 who will serve as such until their successors have been duly elected and qualified:

Chairman of the Board	Mr. Dennis N. A. Garcia
President	Mr. Ramonito E. Garcia
Treasurer	Mr. Gil A. Garcia II
Executive Vice President/Chief Operating Officer	Mr. Arlo A. G. Sarmiento
Vice President - Operations and Development	Mr. Emil Andre M. Garcia
Vice President - Finance	Ms. Minnel Carmela N. Franco
AVP-External Affairs	Mr. Juan Eugenio L. Roxas
AVP-Corporate Management Systems	Atty. Macario C. Padullo, Jr.
AVP-Finance and Administration	Ms. Maria Victoria E. Sembrano
Corporate Secretary & Chief Information Officer	Atty. Jess Anthony N. Garcia
Assistant Corporate Secretary & Compliance Officer	Atty. Joan A. Giduquio-Baron
EXECUTIVE COMMITTEE	
Chairman	Mr. Dennis N. A. Garcia
Members	Mr. Emil Andre M. Garcia
	Mr. Ramonito E. Garcia
	Mr. Efren P. Sarmiento
	Mr. Charles Sylvestre A. Garcia
	Mr. Gil A. Garcia II
	Mr. Jose Marko Anton G. Sarmiento
COMPENSATION COMMITTEE	
Chairman	Mr. Dennis N. A. Garcia
Members	Mr. Ramonito E. Garcia
	Atty. Jesus B. Garcia, Jr.
	Mr. Arlo A. G. Sarmiento
	Atty. Jess Anthony N. Garcia
NOMINATION AND ELECTION COMMITTEE	
Chairman	Atty. Jesus B. Garcia, Jr.
Members	Mr. Dennis N. A. Garcia
	Mr. Ramonito E. Garcia

gjm  


	Mr. Arlo A. G. Sarmiento
AUDIT COMMITTEE	
Chairman	Atty. Jesus B. Garcia, Jr.
Members	Mr. Ramonito E. Garcia
	Mr. Elbert M. Zosa
	Mr. Gil A. Garcia II
FINANCE COMMITTEE	
Chairman	Mr. Elbert M. Zosa
Members	Atty. Jesus B. Garcia, Jr.
	Mr. Eiren P. Sarmiento

**V. Appointment of SGV and Company as External Auditor**

The stockholders holding at least a majority of the total issued and outstanding shares delegated to the Board of Directors the authority to appoint an external auditor. Hence, after the deliberation, and motion duly made and seconded, SGV and Company was appointed as external auditor of the Company for the fiscal year 2013.

**VI. Other Matters**

No other matters were discussed by the Board.


**VII. Adjournment**

There being no other matters discussed, the meeting was adjourned at 12:00 noon upon motion made and duly seconded.

  
**JESS ANTHONY N. GARCIA**  
*Corporate Secretary*

Attested by:

  
**MIR. DENNIS N. A. GARCIA**  
*Chairman*

  
**MIR. RAMONITO E. GARCIA**  
*President*

  
**MR. JOSE MARKO G. SARMIENTO**  
*Director*

  
**MR. CHARLES SYLVESTRE A. GARCIA**  
*Director*

*gsm*

**MIR. EFREN P. SARMIENTO**

*Director*

**MR. ELBERT M. ZOSA**

*Director*

**MR. EMIL ANDRE M. GARCIA**

*Director*

**MR. GIL A. GARCIA, II**

*Director*

**MR. JESUS B. GARCIA, JR.**

*Independent Director*

*gm*