



**VIVANT CORPORATION  
MINUTES OF THE ORGANIZATIONAL MEETING OF THE  
BOARD OF DIRECTORS**

Held on September 11, 2020 (Friday) 11:15 A.M.  
via Videoconference

**PRESENT:**

Ramontito E. Garcia	-	Chairman of the Board
Edgar John A. Garcia	-	Vice Chairman of the Board
Arlo Angelo G. Sarmiento	-	President and Member of the Board
Emil Andre M. Garcia	-	Member
Charles Sylvestre A. Garcia	-	Member
Gil A. Garcia II	-	Member
Jose Marko Anton G. Sarmiento	-	Member
Carmelo Maria Luza Bautista	-	Independent Director
Raul Ch. Rabe	-	Independent Director
Rogelio Q. Lim	-	Independent Director

**ALSO PRESENT:**

Atty. Jess Anthony N. Garcia	-	Corporate Secretary
Atty. Joan A. Giduquio-Baron	-	Assistant Corporate Secretary

**NOT PRESENT:**

Atty. Jesus B. Garcia, Jr.	-	Independent Director
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**I. CALL TO ORDER**

The Chairman of Vivant Corporation (the "Corporation"), Mr. Ramontito E. Garcia, called to order the Organizational Meeting of the Board of Directors ("Board") at 11:30 o'clock in the morning. The Corporate and Assistant Corporate Secretaries took the minutes of the proceedings.

**II. PROOF OF NOTICE AND CERTIFICATION OF QUORUM**

The Corporate Secretary, Atty. Jess Anthony N. Garcia ("JNG") certified that Notices of the Organization Meeting of the Board have been sent to all newly-electric directors in accordance with the By-Laws of the Corporation, and that with the presence of at least a majority of all directors, a quorum was present to transact business.

Pursuant to the guidelines under Securities and Exchange Commission (“SEC”) Memorandum Circular No. 6, Series of 2020, the Corporate Secretary made a roll call and requested all parties participating in the organizational board meeting (whether in person or through videoconference, or teleconference) to state for the record their full name and location. The Corporate Secretary then informed the attendees who participated in the meeting through videoconference or teleconference call to confirm the following:

1. That they can completely and clearly hear others who can clearly hear them at the end of the line;
2. That they received the agenda and all materials for the meeting; and
3. That they attended the meeting through videoconference or teleconference using the devices below:

Name	Device	Location
Mr. Ramontito E. Garcia	Laptop	Cebu City
Mr. Edgar John A. Garcia	Laptop	Cebu City
Mr. Arlo Angelo G. Sarmiento	Laptop	Cebu City
Mr. Charles Sylvestre A. Garcia	Laptop	Cebu City
Mr. Gil A. Garcia II	Laptop	Cebu City
Mr. Jose Marko Anton G. Sarmiento	Laptop	Cebu City
Mr. Emil Andre M. Garcia	Laptop	Cebu City
Mr. Carmelo Maria Luza Bautista	Laptop	Muntinlupa City
Mr. Rogelio Q. Lim	Laptop	Cebu City
Amb. Raul Ch. Rabe	Laptop	Muntinlupa City
Atty. Jess Anthony N. Garcia	Laptop	Cebu City
Atty. Atty. Joan A. Giduquio-Baron	Laptop	Cebu City

Having satisfied themselves that the participants can hear each other completely and clearly and that the board meeting materials have been received by the directors participating through videoconference or teleconference call or in person, the Corporate Secretary certified that with at least a majority of the members of the Board present at the meeting by videoconference or teleconference call, a quorum existed for the transaction of official business by the Board of Directors.

**III. READING AND APPROVAL OF THE MINUTES OF THE LAST ORGANIZATIONAL MEETING OF THE BOARD**

Upon motion by Mr. Jose Marko Anton G. Sarmiento for the approval of the minutes of the 2019 Organizational Meeting of the Board, which motion was seconded by Mr. Gil A. Garcia II, the 2019 Minutes of the Organization Meeting was approved and adopted.

**IV. ELECTION OF BOARD OFFICERS**

The Chairman opened the floor for nominations for the officers of Vivant who will serve for 2020 to 2021 and until their respective successors shall have been duly qualified and elected. After the casting of votes for the nominees, the following were declared as officers:

Chairman of the Board and CEO	Mr. Ramontito E. Garcia
Vice Chairman	Mr. Edgar John A. Garcia
President	Mr. Arlo Angelo G. Sarmiento
Treasurer	Ms. Minuel Carmela N. Franco
Corporate Secretary	Atty. Jess Anthony N. Garcia
Assistant Corporate Secretary	Atty. Joan A. Giduquio-Baron
Lead Director	Atty. Jesus B. Garcia, Jr.

#### V. CONFIRMATION OF CORPORATE OFFICERS

The Board confirmed the following to their respective positions:

Sr. VP – Infrastructure Chief Information Officer	Atty. Jess Anthony N. Garcia
Sr. VP - Corporate & Shared Services Group Chief Finance Officer Compliance Officer Chief Risk Officer	Ms. Minuel Carmela N. Franco
Sr. VP – Power	Mr. Emil Andre M. Garcia
VP – Human Resources	Ms. Maria Cielita C. Añiga
Sr. AVP - Controllership and Corporate Services for Infrastructure	Ms. Maria Victoria E. Sembrano
Special Assistant to the CEO AVP- Information Technology Data Privacy Officer	Mr. Grant Clark
AVP – Legal	Atty. Catherine S. Bringas
AVP – Corporate Planning	Ms. Brigette Cecile Garcia
AVP – Corporate Communications	Mr. Shem Jose W. Garcia
AVP – Treasury	Mr. Ronnel Vergel E. De Leon
AVP – Internal Audit	Mr. Carlos F. Bargamento, Jr.
AVP – Accounting	Ms. Dyan Ramona S. Olegario
AVP – Water Infrastructure	Ms. Ellen S. Baladya

#### VI. APPOINTMENT OF COMMITTEE MEMBERS

Thereafter, the following Chairmen and Members of the various Board Committees were appointed:

<b>BOARD COMMITTEE</b>	<b>CHAIRMAN</b>	<b>MEMBERS</b>
Audit Committee	Atty. Jesus B. Garcia, Jr. – Independent	Mr. Arlo Angelo G. Sarmiento Mr. Ramontito E. Garcia Mr. Rogelio Q. Lim - Independent Amb. Raul Ch. Rabe - Independent
Finance Committee	Mr. Carmelo Maria Luza Bautista – Independent	Mr. Jose Marko Anton G. Sarmiento Mr. Gil A. Garcia II Mr. Ramontito E. Garcia

		Mr. Edgar John A. Garcia Atty. Jesus B. Garcia, Jr. – Independent
Corporate Governance Committee	Mr. Rogelio Q. Lim – Independent	Amb. Raul Ch. Rabe - Independent Atty. Jesus B. Garcia, Jr. - Independent
Related Party Transaction Committee	Mr. Rogelio Q. Lim – Independent	Mr. Charles Sylvestre A. Garcia Atty. Jesus B. Garcia, Jr. - Independent
Board Risk Oversight Committee	Amb. Raul Ch. Rabe – Independent	Mr. Jose Marko Anton G. Sarmiento Mr. Rogelio Q. Lim - Independent Atty. Jesus B. Garcia, Jr. - Independent

**VII. APPROVAL TO FILE THE 2020 GENERAL INFORMATION SHEET**

As a consequence of the election of the new members of the board and the corporate officers for 2020-2021, JNG informed the Board of the need to comply with the SEC’s reportorial requirements, which include the filing of a General Information Sheet. After discussion and upon motion duly made and seconded, the Board approved and adopted the following resolutions:

“**RESOLVED**, as it is hereby resolved that the Board of Directors of Vivant Corporation (the “Corporation”) authorize the Corporate Secretary to file the 2020 General Information Sheet of the Corporation with the Securities and Exchange Commission;

“**RESOLVED FINALLY**, that the foregoing resolutions shall remain in full force and effect and binding on the Corporation unless otherwise revoked, amended or modified in writing.”

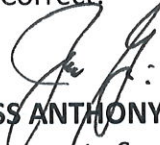
**VIII. OTHER MATTERS**

No other matter was raised and discussed by the Board of Directors.

**IX. ADJOURNMENT**

Upon motion duly made and seconded, the Organizational Meeting of the Board for 2020 was adjourned at 12:00 o’ clock in the afternoon.

Certified Correct:



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

Attested by:



**MR. RAMONTITO E. GARCIA**  
*Chairman of the Board*