



**VIVANT CORPORATION**  
**Minutes of the Organizational Meeting of the**  
**Board of Directors**  
 Held on June 17, 2021 (Thursday) 11:00 A.M. via  
 Videoconference

**PRESENT:**

Mr. Ramontito E. Garcia	-	Chairman of the Board
Mr. Edgar John A. Garcia	-	Vice Chairman of the Board
Mr. Arlo Angelo G. Sarmiento	-	President and Member of the Board
Mr. Emil Andre M. Garcia	-	Member
Mr. Charles Sylvestre A. Garcia	-	Member
Mr. Gil A. Garcia II	-	Member
Mr. Jose Marko Anton G. Sarmiento	-	Member
Engr. Rogelio Q. Lim	-	Independent Director
Mr. Carmelo Maria Luza Bautista	-	Independent Director
Mr. Jose Carlitos G. Cruz	-	Independent Director
Atty. Laurence R. Rogero	-	Independent Director

**ALSO PRESENT:**

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

**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 11:00 A.M. The Corporate and Assistant Corporate Secretaries took the minutes of the proceedings.

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

The Corporate Secretary certified that the Notices of the Organization Meeting of the Board have been sent to newly elected 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 Board meeting (whether in person or through videoconference, or teleconference) to state for the record their full name, position 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 could completely and clearly hear others who could 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	Mandaue City
Mr. Edgar John A. Garcia	Laptop	Cebu City
Mr. Arlo Angelo G. Sarmiento	Laptop	Mandaue City
Mr. Emil Andre M. Garcia	Laptop	Mandaue City
Mr. Charles Sylvestre A. Garcia	Laptop	Mandaue City
Mr. Gil A. Garcia II	Laptop	Cebu City
Mr. Jose Marko Anton G. Sarmiento	Laptop	Mandaue City
Mr. Carmelo Maria Luza Bautista	Laptop	Muntinlupa City
Mr. Jose Carlitos G. Cruz	Laptop	Paranaque City
Engr. Rogelio Q. Lim	Laptop	Mandaue City
Atty. Laurence R. Rogero	Laptop	Quezon City
Atty. Jess Anthony N. Garcia	Laptop	Mandaue City
Atty. Joan A. Giduquio-Baron	Laptop	Mandaue City

Having satisfied themselves that the participants could hear each other completely and clearly and that the board 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 duly made by Mr. Emil Andre M. Garcia (“EMG”) for the approval of the minutes of the 2020 Organizational Meeting of the Board, which motion was seconded by Mr. Jose Marko G. Sarmiento (“JGS”), the 2020 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 2021 to 2022 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 officer:

<b>POSITION</b>	<b>OFFICER</b>
Chairman of the Board and CEO	Mr. Ramontito E. Garcia
Vice Chairman	Mr. Charles Sylvestre 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. Laurence R. Rogero

**V. CONFIRMATION OF CORPORATE OFFICERS**

The Board confirmed the following to their respective positions:

<b>POSITION</b>	<b>OFFICER</b>
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
VP - Controllership and Corporate Services for Infrastructure	Ms. Maria Victoria E. Sembrano
Vice President	Mr. Mark D. Habana
Vice President	Mr. Michael B. Velasco
Sr. AVP – Corporate Planning	Ms. Brigette Cecile N. Garcia
Sr. AVP – Corporate Communications	Mr. Shem Jose W. Garcia
Special Assistant to the CEO AVP- Information Technology Data Protection Officer	Mr. Grant Clark
AVP – Legal	Atty. Catherine S. Bringas
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
AVP – Human Resources	Mr. Denise Mae D. Blanco

## 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>
Executive Committee	Mr. Ramontito E. Garcia	Mr. Charles Sylvestre A. Garcia Mr. Emil Andre M. Garcia Mr. Gil A. Garcia II Mr. Arlo Angelo A. Sarmiento Mr. Jose Marko Anton G. Sarmiento Mr. Elbert M. Zosa
Audit Committee	Atty. Laurence R. Rogero – Independent	Mr. Charles Sylvestre A. Garcia Mr. Ramontito E. Garcia Mr. Rogelio Q. Lim - Independent Mr. Jose Carlitos G. Cruz - Independent
Finance Committee	Atty. Laurence R. Rogero – Independent	Mr. Charles Sylvestre A. Garcia Mr. Jose Marko Anton G. Sarmiento Mr. Elbert M. Zosa Mr. Carmelo Maria L. Bautista – Independent
Corporate Governance Committee	Mr. Rogelio Q. Lim – Independent	Mr. Jose Carlitos G. Cruz - Independent Atty. Laurence R. Rogero - Independent
Related Party Transaction Committee	Mr. Rogelio Q. Lim – Independent	Mr. Jose Marko Anton G. Sarmiento Mr. Charles Sylvestre A. Garcia Atty. Laurence R. Rogero - Independent
Board Risk Oversight Committee	Mr. Jose Carlitos G. Cruz – Independent	Mr. Ramontito E. Garcia Mr. Gil A. Garcia II Mr. Rogelio Q. Lim - Independent Atty. Laurence R. Rogero - Independent

## VII. APPROVAL TO FILE THE 2021 GENERAL INFORMATION SHEET

As a consequence of the election of the new members of the board and the corporate officers for 2021-2022, 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 2021 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

There was no other matter discussed.

IX. ADJOURNMENT

There being no other matter to be discussed, the Organizational Meeting for 2021 was adjourned at 11:30 A.M., after motion duly made and seconded.

Certified True and Correct:

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

Attested by:

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

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