

ROXAS AND COMPANY, INC.
MINUTES OF THE ORGANIZATIONAL MEETING
OF THE MEMBERS OF THE BOARD OF DIRECTORS

Held on 29 June 2022 at 11:00am

Via Video Conference

PRESENT:

PEDRO O. ROXAS
FRANCISCO JOSE R. ELIZALDE
SANTIAGO R. ELIZALDE
EDGAR P. ARCOS
CORAZON DE LA PAZ-BERNARDO
GERARDO C. ABLAZA JR.
AURELIO R. MONTINOLA III

OTHERS PRESENT:

ATTY. PETER D.A. BAROT
ATTY. MELCHOR J. MANALO

PROCEEDINGS

I.

CALL TO ORDER

The Chairman of the Board, Mr. Pedro O. Roxas, called the meeting to order. The Assistant Corporate Secretary, Atty. Melchor J. Manalo, recorded the minutes of the meeting.

II.

CERTIFICATION OF A QUORUM

The Corporate Secretary, Atty. Peter D.A. Barot, certified that there was a quorum for the Board to conduct business.

III.

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

After due deliberation and pursuant to the provisions of the By-Laws, the following persons have been duly elected as members of the Board of Directors and officers of the Corporation;

NAME	BOARD OF DIRECTORS
Pedro O. Roxas	Chairman
Edgar P. Arcos	Member
Francisco Jose R. Elizalde	Member
Santiago R. Elizalde	Member
Corazon S. Dela Paz-Bernardo	Independent
Aurelio R. Montinola III	Independent
Gerardo C. Ablaza Jr.	Independent

NAME	CORPORATE OFFICER
Pedro O. Roxas	Chairman
Edgar P. Arcos	President/CEO
Corazon S. Dela Paz-Bernardo	Lead Independent Director
Peter Donnelly A. Barot	Corporate Secretary
Rosswell C. Delos Reyes	Vice President-Group Finance Officer- Treasurer and Chief Risk Officer
Melchor J. Manalo	Asst. Corporate Secretary/Compliance Officer/Corporate Information Officer/Investor Relations Officer

The Board then elected the following persons, as members of the Committees of the Corporation:

NAME	AUDIT AND RISK COMMITTEE
Corazon S. Dela Paz-Bernardo	Chairperson (Independent)
Aurelio R. Montinola III	Member (Independent)
Francisco Jose R. Elizalde	Member

NAME	COMPENSATION COMMITTEE
Gerardo C. Ablaza Jr.	Chairman (Independent)
Corazon S. Dela Paz-Bernardo	Member (Independent)
Pedro O. Roxas	Member

NAME	NOMINATION, ELECTION & GOVERNANCE COMMITTEE
Aurelio R. Montinola III	Chairman (Independent)
Pedro O. Roxas	Member
Santiago R. Elizalde	Member
Corazon S. Dela Paz-Bernardo	Member (Independent)
Gerardo C. Ablaza Jr.	Member (Independent)

NAME	RELATED PARTY TRANSACTION COMMITTEE
Aurelio R. Montinola III	Chairman (Independent)
Corazon S. Dela Paz-Bernardo	Member (Independent)
Gerardo C. Ablaza Jr.	Member (Independent)

NAME	EXECUTIVE COMMITTEE
Pedro O. Roxas	Chairman
Francisco Jose R. Elizalde	Member
Aurelio R. Montinola III	Member
Edgar P. Arcos	Alternate Member

IV. ADJOURNMENT

There being no further business on the Agenda, on motion duly made and seconded, the meeting was adjourned.

v

CERTIFIED TRUE AND CORRECT:



ATTY. MELCHOR J. MANALO
Assistant Corporate Secretary

READ AND APPROVED:



MR. PEDRO O. ROXAS
Chairman