

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

Held on 30 August 2023 at 11:00 am  
Via Video Conference

---

**PRESENT:**

PEDRO O. ROXAS  
FRANCISCO JOSE R. ELIZALDE  
SANTIAGO R. ELIZALDE  
EDGAR P. ARCOS  
CORAZON S. 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;

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

<b>NAME</b>	<b>CORPORATE OFFICER</b>
Pedro O. Roxas	Chairman
Edgar P. Arcos	President/CEO
Corazon S. de la Paz-Bernardo	Lead Independent Director
Peter Donnely 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:

<b>NAME</b>	<b>AUDIT AND RISK COMMITTEE</b>
Corazon S. de la Paz-Bernardo	Chairperson (Independent)
Aurelio R. Montinola III	Member (Independent)
Francisco Jose R. Elizalde	Member

<b>NAME</b>	<b>COMPENSATION COMMITTEE</b>
Gerardo C. Ablaza Jr.	Chairman (Independent)
Corazon S. de la Paz-Bernardo	Member (Independent)
Pedro O. Roxas	Member

<b>NAME</b>	<b>NOMINATION, ELECTION &amp; GOVERNANCE COMMITTEE</b>
Pedro O. Roxas	Chairman
Aurelio R. Montinola III	Member (Independent)
Santiago R. Elizalde	Member
Corazon S. de la Paz-Bernardo	Member (Independent)
Gerardo C. Ablaza Jr.	Member (Independent)

<b>NAME</b>	<b>RELATED PARTY TRANSACTION COMMITTEE</b>
Aurelio R. Montinola III	Chairman (Independent)
Corazon S. de la Paz-Bernardo	Member (Independent)
Francisco Jose R. Elizalde	Member

<b>NAME</b>	<b>EXECUTIVE COMMITTEE</b>
Pedro O. Roxas	Chairman
Francisco Jose R. Elizalde	Member
Aurelio R. Montinola III	Member (Independent)

#### **IV. ADJOURNMENT**

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

CERTIFIED TRUE AND CORRECT:



**ATTY. MELCHOR J. MANALO**  
Assistant Corporate Secretary

READ AND APPROVED:



**MR. PEDRO O. ROXAS**  
Chairman