

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS
OF
MARCVENTURES HOLDINGS, INC.
(MHI or the "Corporation")**

Held on July 28, 2022, at the Corporation's principal office in Makati City
Immediately after the Annual Stockholders' Meeting

By remote communication

(Zoom Meeting Link:

<https://us02web.zoom.us/j/89496308998?pwd=Q0tucWxvakkwUXJtc3c5clJhTVVNUT09>)

DIRECTORS PRESENT:

Mr. Cesar C. Zalamea
Ms. Marianne Regina T. Dy
Mr. Michael L. Escaler
Mr. Andrew Julian K. Romualdez
Mr. Augusto C. Serafica, Jr.
Ms. Ruby K. Sy
Mr. Anthony M. Te
Mr. Carlos Alfonso T. Ocampo (Independent Director)
Mr. Kwok Yam Ian Chan (Independent Director)

ALSO PRESENT:

Atty. Roberto V. San Jose, Corporate Secretary
Atty. Ana Maria A. Katigbak, Asst. Corporate Secretary
Atty. Maila Lourdes G. De Castro, Co-Asst. Corporate Secretary

OTHERS PRESENT:

Mr. Rolando S. Santos, SVP – Finance and Administration, MMDC and MHI
Mr. Reuben F. Alcantara, SVP – Marketing, Business Development and Strategic Planning, MMDC
Mr. Dale A. Tongco, VP – Controllershship, MMDC
Ms. Deborra C. Ilagan VP – Human Resources & Administration, MMDC
Atty. Reuben Carlo O. General, Senior Legal Counsel, Co- Asst. Corporate Secretary, MMDC
Atty. Marjorie A. San Juan, Asst. Corporate Secretary, MMDC
Atty. Kenneth Peter D. Molave, Legal Counsel, MMDC
Atty. Dana Genevieve dela Cruz, Legal Associate, Castillo Laman Tan Pantaleon & San Jose

I. CALL TO ORDER

The Chairman, Mr. Cesar C. Zalamea, called the meeting to order and presided over the same. The Co-Assistant Corporate Secretary, Atty. Maila Lourdes G. De Castro, with the permission of the Corporate Secretary, Atty. Roberto V. San Jose, recorded the minutes of the meeting. In compliance with Securities and Exchange Commission requirements for virtual board meetings, a recording of the proceedings was taken.

II. CERTIFICATION OF QUORUM

The Co-Assistant Corporate Secretary called the roll of the newly elected directors. While some directors attended the meeting onsite, the following directors confirmed that they were participating in the meeting via remote communication (Zoom):

Name of Director	Location	Type of Device	Contact Number/ Details
Cesar C. Zalamea	Makati City	Laptop	cczalamea@gmail.com
Marianne Regina T. Dy	Makati City	Laptop	marianne.dy@sonice.com.ph
Michael L. Escaler	Makati City	iPhone	michael.escaler@aaci.ph
Ruby K. Sy ¹			
Carlos Alfonso T. Ocampo	Makati City	iPad	cto@omlawphil.com

The directors also confirmed seeing and hearing the proceedings clearly and having received the agenda and materials for the meeting.

There being present at least a majority of the members of the Board of Directors of the Corporation, the Co-Assistant Corporate Secretary certified that a quorum existed for the transaction of corporate business.

III. ELECTION OF OFFICERS

Upon nomination made and duly seconded, the following were elected to the positions indicated opposite their names as provided in the By-Laws:

Chairman	-	Cesar C. Zalamea
Treasurer/Senior VP Finance and Administration	-	Rolando S. Santos
Corporate Secretary	-	Atty. Roberto V. San Jose
Asst. Corporate Secretary/ Compliance Officer/ Corporate Information Officer	-	Atty. Ana Maria A. Katigbak
Co-Asst. Corporate Secretary/ Co-Compliance Officer/ Corporate Information Officer/Vice- President and Head of Legal/ Data Privacy Officer	-	Atty. Maila Lourdes G. De Castro

¹ Logged in late

Senior Vice-President for Marketing, Business Development and Strategic Planning	-	Reuben F. Alcantara
Vice-President for HR/ Administration	-	Deborra C. Ilagan
Vice-President for Controllership	-	Dale A. Tongco

III.1 APPOINTMENT OF MR. ROLANDO S. SANTOS AS OFFICER IN CHARGE (OIC)

As the Nominations and Compensation Committee have not yet convened on the matter of next steps regarding the position of President, Dir. Anthony M. Te ("Dir. Te") moved for the appointment of Mr. Rolando S. Santos ("Mr. Santos") as MHI's Officer-in-Charge and for authority to sign, execute, and deliver documents for and on behalf of MHI in the ordinary course of business operations.

There being no comments nor objections received or discussed during the meeting, and upon motion duly made and seconded, the Board unanimously approved the appointment of Mr. Santos as MHI OIC, and resolved as follows:

"Resolved, as it is hereby resolved that Mr. Rolando S. Santos be appointed as Officer-in-Charge with full power and authority to sign, execute, and deliver documents for and on behalf of the Corporation, in the ordinary course of business operations.

Resolved, further, that Mr. Santos be authorized to appoint or designate representative/s which he may deem necessary to secure and process any and all permits, licenses, certifications, and documents, including renewals thereof, which are relevant to the operations of the Corporation."

IV. APPOINTMENT OF THE MEMBERS OF THE DIFFERENT COMMITTEES / REORGANIZATION OF BOARD COMMITTEES

Thereafter, the Chairman opened the table for nomination and appointment of members to various Board Committees. Upon motion duly made and seconded, the Board then appointed the following directors as members of the various Board Committees:

A. Executive Committee ("Excom"):

Chairman: Anthony M. Te (Non-Executive Director)
Members: Kwok Yam Ian Chan (Independent Director)
Carlos Alfonso T. Ocampo (Independent Director)
Andrew Julian K. Romualdez (Non-Executive Director)

B. Audit, Governance, Oversight and Related Party Transactions Committee:

Chairman: Carlos Alfonso T. Ocampo (Independent Director)
Members: Augusto C. Serafica, Jr. (Non-Executive Director)
Kwok Yam Ian Chan (Independent Director)

C. Nominations and Compensation Committee:

Chairman: Cesar C. Zalamea
Members: Augusto C. Serafica, Jr. (Non-Executive Director)
Michael L. Escaler (Non-Executive Director)

D. Investment Committee:

Chairman: Augusto C. Serafica, Jr. (Non-Executive Director)
Members: Carlos Alfonso T. Ocampo (Non-Executive –
Independent Director)
Anthony M. Te (Non-Executive Director)

E. Retirement Committee:

Chairman: Augusto C. Serafica, Jr. (Non-Executive Director)
Members: Carlos Alfonso T. Ocampo (Independent Director)
Andrew Julian K. Romualdez (Non-Executive Director)

V. OTHER MATTERS

The Chairman opened the table to discuss other matters. No further matters were discussed.

VI. ADJOURNMENT

There being no further business to transact, on motion duly made and seconded, the meeting was adjourned at 2:57 pm.

ROBERTO V. SAN JOSE
Corporate Secretary

ANA MARIA A. KATIGBAK
Asst. Corporate Secretary

MAILA LOURDES G. DE CASTRO
Co-Assistant Corporate Secretary

ATTESTED BY:

CESAR C. ZALAMEA
Chairman

RUBY K. SY
Director

MARIANNE REGINA T. DY
Director

ANTHONY M. TE
Director

MICHAEL L. ESCALER
Director

KWOK YAM IAN CHAN
Independent Director

ANDREW JULIAN K. ROMUALDEZ
Director

CARLOS ALFONSO T. OCAMPO
Independent Director

AUGUSTO C. SERAFICA, JR.
Director