

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS
METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION
JANUARY 8, 2025 AT 10:00 A.M.
HELD THROUGH REMOTE COMMUNICATION**

Directors Present:

ELVIRA A. TING
KENNETH T. GATCHALIAN
ATTY. LAMBERTO B. MERCADO, Jr.
NESTOR S. ROMULO
ARISTEO R. CRUZ
JOSAIAS T. DELA CRUZ (Independent Director).

Also Present:

ATTY. NESTOR S. ROMULO (As Corporate Secretary)

1. CALL TO ORDER

ELVIRA A. TING as Chairperson called the meeting to order at 10:00 a.m. through remote communication using ZOOM video conferencing application and presided thereat. The Chair instructed the Corporate Secretary, Atty. Nestor S. Romulo to make the roll call. After calling their names one by one all the Directors namely: Elvira A. Ting, Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., Nestor S. Romulo, Aristeo R. Cruz, and Josaias T. Dela Cruz, they individually responded that they were present and participating via ZOOM video conferencing application, stating his/her full name and position, location, confirmed that he/she can clearly hear/see the other attendees and he/she received the notice of meeting, agenda and materials, and using Laptop/Tablet/Smartphone. The Corporate Secretary was instructed to record the Minutes of the Meeting.

2. EXISTENCE OF A QUORUM

Upon the Chairperson's inquiry, the Corporate Secretary certified that majority of the directors of the Corporation were personally present through ZOOM video conferencing application and therefore, a quorum existed to transact business.

3. APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING

The Chairman called the Board's attention to the minutes of the meeting of the Board of December 10, 2024. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.

4. AUTHORIZATION FOR METRO ALLIANCE HOLDINGS & EQUITIES CORP TO ENTER INTO SETTLEMENT AGREEMENT WITH NPC INTERNATIONAL LIMITED UNDER THE TERMS AND CONDITIONS AS SET FORTH IN THE DRAFT AGREEMENT PRESENTED TO THE BOARD OF DIRECTORS AND AUTHORIZATION FOR ELVIRA A. TING TO REPRESENT THE CORPORATION

Ms. Elvira A. Ting, Chairman, informed the board of the need to enter into settlement agreement with NPC International Limited under the terms and conditions as set forth in the draft agreement presented to the board of directors and to designate the authorized signatory thereto.

Thereupon, on motion duly made and seconded, the Board unanimously passed the following resolution:

Resolution No. 1, Series of 2025

“RESOLVED, that METRO ALLIANCE HOLDINGS & EQUITIES CORP. (the "Corporation"), be as it is hereby authorized to enter into Settlement Agreement with NPC INTERNATIONAL LIMITED under the terms and conditions as set forth in the draft agreement presented to the Board of Directors.”

“RESOLVED, that ELVIRA A. TING, be as she is hereby designated, authorized, and appointed to represent the Corporation, with full and special power and authority to sign and execute the Settlement Agreement, including all necessary documents and instruments related thereto, on behalf of the Corporation.”

“RESOLVED, that the Corporation hereby authorized the Corporate Secretary and/or Assistant Corporate Secretary to execute the Secretary’s Certificate certifying to the fact that the Board had validly approved the foregoing resolutions.”

“RESOLVED, that the foregoing resolutions shall be valid and binding on the Corporation unless otherwise revoked by the Board of Directors in writing and proper notification is made thereof to the persons or entities for whom the resolutions are relevant.”

5. ACCEPTANCE AND CONFIRMATION OF THE AUTHORITY OF THE CORPORATION TO ACT AS REPRESENTATIVE OF POLYMAX TO ENTER INTO SETTLEMENT AGREEMENT WITH NPC INTERNATIONAL LIMITED UNDER THE TERMS AND CONDITIONS AS SET FORTH IN THE DRAFT AGREEMENT PRESENTED TO THE BOARD OF DIRECTORS AND DESIGNATION OF ELVIRA A. TING AS THE DULY AUTHORIZED REPRESENTATIVE OF THE CORPORATION

Ms. Elvira A. Ting, Chairman, informed the board of the need to Accept and Confirm the authority of the Corporation to act as representative of Polymax to enter into settlement agreement with NPC International Limited under the terms and conditions as set forth in the draft agreement presented to the board of directors and designation of Elvira A. Ting as the duly authorized representative of the Corporation,

Thereupon, on motion duly made and seconded, the Board unanimously passed the following resolution:

Resolution No. 2, Series of 2025

“RESOLVED, by virtue of the authority given by Polymax Worldwide Limited (“Polymax”) to the METRO ALLIANCE HOLDINGS & EQUITIES CORP. (the "Corporation") in relation to the institution and representation in all cases involving NPCA’s management of the Bataan Polyethylene Plant through the Secretary’s Certificate dated 18 July 2019, METRO ALLIANCE HOLDINGS & EQUITIES CORP., reiterates its acceptance and power and confirms the authority of the Corporation to act as representative of Polymax.”

“RESOLVED, as authorized representative of Polymax, the Corporation is authorized to enter into Settlement Agreement with NPC INTERNATIONAL LIMITED under the terms and conditions as set forth in the draft agreement presented to the Board of Directors.”

“RESOLVED, that ELVIRA A. TING, be as she is hereby designated, authorized, and appointed to represent the Corporation, with full and special power and authority to sign and execute the Settlement Agreement, including all necessary documents and instruments related thereto, on behalf of the Corporation.”

“RESOLVED, that the Corporation hereby authorized the Corporate Secretary and/or Assistant Corporate Secretary to execute the Secretary’s Certificate certifying to the fact that the Board had validly approved the foregoing resolutions.”

“RESOLVED, that the foregoing resolutions shall be valid and binding on the Corporation unless otherwise revoked by the Board of Directors in writing and proper notification is made thereof to the persons or entities for whom the resolutions are relevant.”

6. OTHER MATTERS

No other matters were discussed

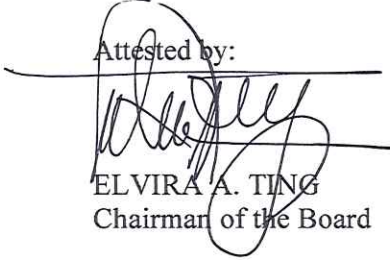
7. ADJOURNMENT

There being no other business to be discussed or acted upon by the Board, upon motion duly made and seconded, the meeting was adjourned at 11:00 a.m.


Certified by:


ATTY. NESTOR S. ROMULO
Corporate Secretary


Attested by:



ELVIRA A. TING
Chairman of the Board


NESTOR S. ROMULO
Director


JOSAIAS T. DELA CRUZ
Director


KENNETH T. GATCHALIAN
President/Director


ARISTEO R. CRUZ
Director


LAMBERTO B. MERCADO, Jr.
Director

SECRETARY CERTIFICATE

I, **NESTOR S. ROMULO**, Filipino, of legal age and with office address at 35th Floor, One Corporate Centre, Doña Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, having been duly sworn to in accordance with law, depose and say as follows:

1. That I am the duly elected Corporate Secretary of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**, (the "Corporation"), a corporation duly organized and existing under Philippine laws, with office address at 35th Floor, One Corporate Centre, Doña Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, Philippines;
2. At the meeting of the Board of Directors held on 08 January 2025 at which meeting a quorum was present and acting throughout, the following resolutions were considered and approved:

"RESOLVED, that METRO ALLIANCE HOLDINGS & EQUITIES CORP., be as it is hereby authorized to enter into Settlement Agreement with NPC INTERNATIONAL LIMITED under the terms and conditions as set forth in the draft agreement presented to the Board of Directors."

"RESOLVED, that ELVIRA A. TING, be as she is hereby designated, authorized, and appointed to represent the Corporation, with full and special power and authority to sign and execute the Settlement Agreement, including all necessary documents and instruments related thereto, on behalf of the Corporation."

"RESOLVED, that the Corporation hereby authorized the Corporate Secretary and/or Assistant Corporate Secretary to execute the Secretary's Certificate certifying to the fact that the Board had validly approved the foregoing resolutions."

"RESOLVED, that the foregoing resolutions shall be valid and binding on the Corporation unless otherwise revoked by the Board of Directors in writing and proper notification is made thereof to the persons or entities for whom the resolutions are relevant."

IN WITNESS WHEREOF, I have hereunto signed this Certificate on JAN 17 2025 day of January 2025.


NESTOR S. ROMULO
Corporate Secretary

JAN 17 2025

SUBSCRIBED AND SWORN TO before me, a Notary Public this of January 2025, in PASIG CITY City, affiant exhibiting to me his TIN : 107-200-723-000 as valid proof of identity.

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Series of 2025.

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VBI-09:003234, until 04/14/28
Roll No. 46377; IBP LRN 02159; OR 535886; 06/21/2011
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090

SECRETARY CERTIFICATE

I, **NESTOR S. ROMULO**, Filipino, of legal age and with office address at 35th Floor, One Corporate Centre, Doña Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, having been duly sworn to in accordance with law, depose and say as follows:

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"RESOLVED, as authorized representative of Polymax, the Corporation is authorized to enter into Settlement Agreement with NPC INTERNATIONAL LIMITED under the terms and conditions as set forth in the draft agreement presented to the Board of Directors."

"RESOLVED, that ELVIRA A. TING, be as she is hereby designated, authorized, and appointed to represent the Corporation, with full and special power and authority to sign and execute the Settlement Agreement, including all necessary documents and instruments related thereto, on behalf of the Corporation."

"RESOLVED, that the Corporation hereby authorized the Corporate Secretary and/or Assistant Corporate Secretary to execute the Secretary's Certificate certifying to the fact that the Board had validly approved the foregoing resolutions."

"RESOLVED, that the foregoing resolutions shall be valid and binding on the Corporation unless otherwise revoked by the Board of Directors in writing and proper notification is made thereof to the persons or entities for whom the resolutions are relevant."

IN WITNESS WHEREOF, I have hereunto signed this Certificate on 17 day of January 2025.

[Signature]
NESTOR S. ROMULO
Corporate Secretary

JAN 17 2025

JAN 17 2025

SUBSCRIBED AND SWORN TO before me, a Notary Public this 17 of January 2025, in PASIG CITY City, affiant exhibiting to me his TIN: 107 200-723 as valid proof of identity.

FERDINAND D. AYAHAO
Notary Public

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U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel. +632-86314090

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