

**MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF METRO ALLIANCE HOLDINGS & EQUITIES CORP.  
HELD ON June 9, 2025 AT 10:00 A.M.  
35<sup>TH</sup> FLR. ONE CORPORATE CENTER, PASIG CITY (VIA REMOTE COMMUNICATION)**

Directors Present:

Ms. Elvira A. Ting  
Mr. Kenneth T. Gatchalian  
Atty. Lamberto B. Mercado, Jr.  
Atty. Aristeo R. Cruz  
Atty. Nestor S. Romulo  
Mr. Josaias T. Dela Cruz

Also Present:

Atty Nestor S. Romulo. (as Corporate Secretary)

**1. CALL TO ORDER**

ELVIRA A. TING as Chairperson called the meeting to order at 2:00 p.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 incumbent Directors namely: Elvira A. Ting, Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., Atty. Aristeo R. Cruz, Atty. Nestor S. Romulo and Mr. 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 all the incumbent 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 April 21, 2025. 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. SETTING THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING FOR 2025**

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

Resolution No. 4, Series of 2025

"RESOLVED, as it is hereby resolved, that the 2025 regular Annual Meeting of the Stockholders, be set to be held on July 15, 2025, Tuesday at 10:00 a. m. through remote communication.

"RESOLVED FUTHER, as it is hereby resolved that the Corporation hereby set June 24, 2025 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during the said meeting and that from June 25 to July 15, 2025 the stock and transfer books be closed.

“RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the board of directors for election as members of the board of directors for the ensuing year.

“RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholder’s Meeting on July 15, 2025.

“RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescinded or otherwise voided.”

**5. ACCEPTANCE OF THE RESIGNATION OF MR. KENNETH T. GATCHALIAN AS REGULAR DIRECTOR, PRESIDENT, AUDIT COMMITTEE MEMBER AND COMPENSATION COMMITTEE CHAIRMAN**

Ms. Elvira A. Ting, Chairman, informed the Board of the need to accept the resignation of Mr. Kenneth T. Gatchalian as regular director, President, Audit Committee Member and Compensation Committee Chairman of the Company effective, June 30, 2025. She stated that Mr. Kenneth T. Gatchalian’s resignation was due to assumption of public office.

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


Resolution No. 5, Series of 2025


“RESOLVED, that the resignation of Mr. Kenneth T. Gatchalian due to assumption of public office is hereby accepted.”

**6. ADJOURNMENT**

There being no other business to transact, the meeting was adjourned.


Attested by:

  
KENNETH T. GATCHALIAN  
President

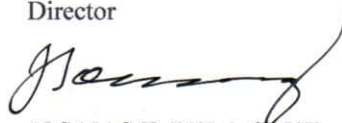
  
ATTY. ARISTEO R. CRUZ  
Director

  
ATTY. LAMBERTO B. MERCADO JR.  
Director

  
ELVIRA A. TING  
Chairman of the Board

  
ATTY. NESTOR S. ROMULO  
Corporate Secretary

  
NESTOR S. ROMULO  
Director

  
JOSAIAS T. DELA CRUZ  
Director