

**CYBER BAY CORPORATION**

Minutes of the Organizational Meeting of the Board of Directors  
Held on 28 June 2024  
via Videoconference

**DIRECTORS PRESENT:**

Maria Farah Z.G. Nicolas-Suchianco  
Raul Tito Maxelmo A. Estrella  
Rhogel S. Gandingco  
Cheryl S. Saldaña-de Leon  
Ryan V. Romero  
Patricia Ann L. Bulawit

**I. CALL TO ORDER, CERTIFICATION OF QUORUM, AND WAIVER OF NOTICE**

The Chairperson, Atty. Maria Farah Z.G. Nicolas-Suchianco, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Ryan V. Romero, recorded the minutes of the meeting.

The Corporate Secretary confirmed that all the directors can clearly hear the proceedings and that a quorum was present for the transaction of business by the Board, there being present a majority of the directors of the Corporation. The directors consented to waive their right to formal notice of this meeting.

**II. ELECTION OF THE OFFICERS**

Upon nominations duly made and seconded, the following persons were elected officers of the Corporation, and they shall serve as such until their successors shall have been duly elected and qualified:

<u>Name</u>	<u>Position</u>
Maria Farah Z.G. Nicolas-Suchianco	Chairperson
Raul Tito Maxelmo A. Estrella	President
Ryan V. Romero	Corporate Secretary/Compliance Officer
Patricia Ann L. Bulawit	Treasurer

Thereupon, upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that the election of the following officers for 2024-2025, be, as it is hereby, confirmed, and they shall serve as such until their successors shall have been duly elected and qualified:

<u>Name</u>	<u>Position</u>
Maria Farah Z.G. Nicolas-Suchianco	Chairperson
Raul Tito Maxelmo A. Estrella	President
Ryan V. Romero	Corporate Secretary/Compliance Officer
Patricia Ann L. Bulawit	Treasurer.”

**III. ELECTION OF MEMBERS TO THE AUDIT COMMITTEE**

Upon nominations duly made and seconded, the following persons were elected as members of the Audit Committee:

Evita C. Caballa (Independent Director)	Chairman
Maria Farah Z.G. Nicolas-Suchianco (Executive Director)	Member
Luis A. Vera Cruz, Jr. (Independent Director)	Member

Thereupon, upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that the election of the following members to the Audit Committee for 2024-2025, be, as it is hereby, confirmed, and they shall serve as such until their successors shall have been duly elected and qualified:

Evita C. Caballa (Independent Director)	Chairperson
Maria Farah Z.G. Nicolas-Suchianco (Executive Director)	Member
Luis A. Vera Cruz, Jr. (Independent Director)	Member

#### **IV. ELECTION OF MEMBERS TO THE CORPORATE GOVERNANCE COMMITTEE**

Upon nominations duly made and seconded, the following persons were elected as members of the Corporate Governance Committee:

Luis A. Vera Cruz, Jr. (Independent Director)	Chairman
Rhogel S. Gandingco (Independent Director)	Member
Evita C. Caballa (Independent Director)	Member

Thereupon, upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that the election of the following members to the Corporate Governance Committee for 2024-2025, be, as it is hereby, confirmed, and they shall serve as such until their successors shall have been duly elected and qualified:

Luis A. Vera Cruz, Jr. (Independent Director)	Chairman
Rhogel S. Gandingco (Independent Director)	Member
Evita C. Caballa (Independent Director)	Member.

#### **V. ELECTION OF MEMBERS TO THE RELATED PARTY TRANSACTIONS COMMITTEE**

Upon nominations duly made and seconded, the following persons were elected as members of the Related Party Transactions Committee:

Rhogel S. Gandingco (Independent Director)	Chairman
Luis A. Vera Cruz, Jr. (Independent Director)	Member
Evita C. Caballa (Independent Director)	Member

Thereupon, upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that the election of the following members to the Related Party Transactions Committee for 2024-2025, be, as it is hereby, confirmed, and they shall serve as such until their successors shall have been duly elected and qualified:

Rhogel S. Gandingco (Independent Director)	Chairman
Luis A. Vera Cruz, Jr. (Independent Director)	Member
Evita C. Caballa (Independent Director)	Member.

**VI. ADJOURNMENT**

There being no other matters to discuss, the meeting was adjourned upon motion duly made and seconded.

CERTIFIED CORRECT:

*Ryan V. Romero*  
**RYAN V. ROMERO**  
*Corporate Secretary*

ATTESTED:

*Maria Parah*  
**MARIA PARAH Z.G. NICOLAS-SUCHIANCO**  
*Chairperson*

Minutes read and approved:

**RAUL TITO MAXELMO A. ESTRELLA**  
*Director and President*

**JOSE MARTIN A. LOON**  
*Director*

**LUIS A. VERA CRUZ, JR.**  
*Director*

**RHOSEL S. GANDINGCO**  
*Director*

**EVITA C. CABALLA**  
*Director*

**PATRICIA ANN L. BULAWIT**  
*Director and Treasurer*

FOR APPROVAL