

CYBER BAY CORPORATION
Minutes of the Special Meeting of the Board of Directors
Held on 29 November 2024
via Videoconference

DIRECTORS PRESENT:

MARIA FARAH Z.G. NICOLAS-SUCHIANCO
RAUL TITO MAXELMO A. ESTRELLA
CHERYL S. SALDAÑA-DE LEON
RYAN V. ROMERO
JOSE MARTIN A. LOON
RHOGEL S. GANDINGCO
LUIS A. VERA CRUZ, JR.
EVITA C. CABALLA
PATRICIA ANN L. BULAWIT

1. CALL TO ORDER

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.

2. CERTIFICATION OF QUORUM AND WAIVER OF NOTICE

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.



3. AUTHORITY TO TRANSACT WITH THE BUREAU OF INTERNAL REVENUE

Upon motion duly made and seconded, the Board passed and approved the following resolutions:

“RESOLVED, that the Corporation be authorized to transact with the Bureau of Internal Revenue (BIR), including all its divisions, departments, and district offices, on any and all matters related to its BIR registration and compliances, including, but not limited to its registration in the BIR Online Registration and Update System (ORUS);

RESOLVED FURTHER, that **GSE MANAGED SOLUTIONS, INC.** through any of its employees and representatives, including but not limited to, Anajean A. Quional, Nicolle B. Magsino, Joy Karen G. Timajo, Darlene Mae P. Reyes, Starway A. Rin, Jovelle D. Narca, Estella Marie A. Datuin, Eliza Biel V. De Asis, John Rannel T. Fresnido, Jonel Dominic G. Raymundo, Krizza Joy A. Benitez, Ruel I. Basit, Ramil B. Esco, Raymund A. Repato, Arnold V. Oteyza, Justine L. Tabotabo, Joemar B. Javier, Chito L. Potoy and Joffrey Paul R. Donggon, be authorized, for and on behalf of the Corporation, to sign, execute, file, process, submit, deliver, and receive any and all documents, applications, instruments, and similar papers relative to the abovementioned transaction, pay the relevant fees therefor, and do or cause to be done such other acts and deeds which they may deem necessary and appropriate to implement the foregoing resolutions:

“RESOLVED FINALLY, that the foregoing resolutions shall remain valid and subsisting unless otherwise modified, rescinded, or suspended by a resolution of the Board of Directors of the Corporation.”

4. ADJOURNMENT

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

Certified correct:


RYAN V. ROMERO
Corporate Secretary and Director

Attested:


MARIA FARAH Z.G. NICOLAS-SUCHIANCO
Chairperson

Minutes read and approved


RAUL TITO MAXELMO A. ESTRELLA
Director


CHERYL S. SALDAÑA-DE LEON
Director

JOSE MARTIN A. LOON
Director

RHOGEL S. GANDINGCO
Director

LUIS A. VERA CRUZ, JR.
Director

EVITA C. CABALLA
Director


PATRICIA ANN L. BULAWIT
Director