



**Minutes of the Organizational Board Meeting
of
PREMIERE HORIZON ALLIANCE CORPORATION**

Held on 24 November 2025, 11:00 a.m.
At Unit 1705, East Tower, Tektite Towers, Exchange Road,
Ortigas Center, Pasig City 1605
In person and via Zoom teleconferencing platform

DIRECTORS PRESENT: Eugenio T. Tan* Marian Peña Brandon P. Leong* Atty. Geronimo B. Halili* Esteban G. Peña Sy Ernest Sze Lok Yeung* Maria Clara A. Camacho Steven Cesar G. Virata Orlando S. Mercado *Attended via Zoom	ALSO PRESENT: Christina P. Leong* Atty. Abdussabor Sawadjaan, Jr. Christine M. Galita Wincel D. Chang Atty. Jarodelyn N. Mabalot Atty. Mary Zoelli R. Velasco Atty. Kristina Mae C. Durana Atty. Ma. Venica Gerardine Audrey I. Jose
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I. Waiver of Notice and Agenda

The incumbent Corporate Secretary, Atty. Jarodelyn N. Mabalot (“Atty. Mabalot” or “Corporate Secretary”), noted that since Premiere Horizon Alliance Corporation (“PHA” or the “Corporation”) had just elected the members of its Board of Directors (“Board”) earlier today, the notice and agenda for the present organizational board meeting (“OBM”) were not circulated in accordance with the Corporation’s by-laws. However, she explained that this requirement may be waived by the directors.

Accordingly, all newly elected directors agreed to waive the notice requirement for the OBM and consented to the meeting proceeding without such notice.

II. Appointment of the Acting Chairman to Preside

Atty. Mabalot stated that since the Corporation has recently concluded its Annual Stockholders’ Meeting, there was a need to appoint officers for the ensuing year. In relation to this, the Board must appoint an Acting Chairman to preside the conduct of the OBM.

Upon motion duly made and seconded, the directors agreed to appoint Mr. Esteban G. Peña Sy (“Mr. Peña Sy”) as the Acting Chairman.

III. Roll Call and Certification of Quorum

The Corporate Secretary then proceeded to call the roll. Each of the directors in attendance stated their name, present location, and the device that they were using as follows:

DIRECTOR	MODE	LOCATION	DEVICE
Esteban G. Peña Sy	In person	Principal office	N/A
Eugenio T. Tan	Virtual	California	Laptop
Marian Peña	In person	Principal office	N/A
Brandon P. Leong	In person	Principal office	N/A
Atty. Geronimo B. Halili	In person	Principal office	N/A
Ernest Sze Lok Yeung	Virtual	Shanghai	Laptop
Maria Clara A. Camacho	In person	Principal office	N/A
Steven Cesar G. Virata	In person	Principal office	N/A
Orlando S. Mercado	In person	Principal office	N/A

All of the directors who attended via remote communication confirmed that they could see and hear the proceedings clearly. Atty. Mabalot thereafter certified that there was a quorum for the transaction of business.

IV. Election of the Chairman of the Board of Directors and President & CEO

Mr. Peña Sy proceeded to the first matter, which was the election of the Chairman of the Board of Directors and the President & Chief Executive Officer (“CEO”) of PHA. He explained that it was only at that point where the Board could nominate candidates for the position of Chairman and President & CEO, considering that both of these positions must be held by a director.

The floor was then opened for the nomination of candidates for these positions.

Ms. Marian Peña (“Ms. Peña”) nominated Mr. Peña Sy as the Chairman of the Board, and Mr. Eugenio T. Tan (“Mr. Tan”) as the President and CEO of the Corporation. Messrs. Peña Sy and Tan accepted their nominations for their respective positions.

There being no further nominations and objections for the said positions, the nominations for Chairman or the Board of Directors and President and CEO were closed.

The directors then began to vote for or against the nominations of Mr. Peña Sy and Mr. Tan for their respective positions. Such votes were tallied by the Corporate Secretary.

Upon the conclusion of the voting, Atty. Mabalot announced that all directors had unanimously voted to elect Mr. Peña Sy as Chairman of the Board of Directors, and Mr. Tan as President and CEO of the Corporation.

The new Chairman, Mr. Peña Sy, thanked the Board for his election. He remarked that the Corporation was facing challenging circumstances but, through collective effort, the situation can be pacified, and the Corporation can continue to achieve greater success in the near future.

The Corporate Secretary then read the following resolutions:

“RESOLVED, that the Board of Directors of the Corporation hereby elects Mr. Esteban G. Peña Sy as their Chairman for the years 2025 to 2026 or until his successor has been duly appointed;

“RESOLVED, FURTHER, that the Board of Directors elects Mr. Eugenio T. Tan as its President and CEO for the years 2025 to 2026 or until his successor has been duly appointed.”

V. Appointment of Lead Independent Director

The Corporate Secretary noted that the Chairman is not an independent director. Thus, there was a need to appoint a lead independent director in accordance with the Corporation's Corporate Governance Manual.

Ms. Maria Clara A. Camacho (“Ms. Camacho”) nominated Mr. Orlando S. Mercado (“Mr. Mercado”) as the lead independent director. There were no other nominations for the said position.

The directors then began to vote for or against the nomination of Mr. Mercado as the lead independent director.

Upon the conclusion of the voting, Atty. Mabalot announced that all directors had unanimously voted to elect Mr. Mercado as the lead independent director.

The Corporate Secretary then read the following resolutions:

“WHEREAS, considering that the Chairman elected by the Board of Directors is not an Independent Director, there is a need to elect a lead independent director;

“NOW, THEREFORE, the Corporation hereby elects Mr. Orlando S. Mercado as its Lead Independent Director for the years 2025 to 2026, or until his successor has been duly appointed, or until such time that an Independent Director is elected as Chairman of the Board, whichever comes first.”

VI. Election of Other Corporate Officers

The Chairman moved to the next matter which was the election of other Corporate Officers.

The Corporate Secretary stated that the list of nominees for the officer positions below have been previously recommended by the Corporate Governance Committee (“CGC”) and approved by the previous Board. This procedure is in line with PHA’s Nominations Policy. She then stated that following individuals have been recommended for nomination as officers of PHA:

1. Executive Vice President – Ms. Marian Peña
2. Group Chief Financial Adviser – Mr. Ernest Sze Lok Yeung
3. Treasurer – Mr. Brandon Benito P. Leong
4. Assistant Treasurer – Ms. Helenita D. Ong
5. Chief Investment Officer, Chief Information Officer, and Investor Relations Officer – Ms. Christina P. Leong
6. Compliance Officer – Atty. Geronimo B. Halili
7. Senior Vice President – Ms. Mariflor M. Sandoval
8. Data Privacy Officer – Ms. Wincel D. Chang
9. Corporate Secretary – Atty. Jarodelyn N. Mabalot
10. Assistant Corporate Secretary – Atty. Nasha Jemimah R. Reyes-Ferrer

The Chairman opened the floor for discussion.

Upon motion duly made and seconded, the Board resolved to approve the appointment of the foregoing individuals to their respective offices.

The Corporate Secretary read the following resolutions:

“WHEREAS, pursuant to the Nominations Policy of Premiere Horizon Alliance Corporation (‘Corporation’), the selection of candidates for certain officer positions requiring the approval of the Board of Directors (‘Board’) shall be conducted internally by the Chief Executive Officer or the Human Resources Department, taking into account the qualifications, experience, and competencies required for each role, and all internal and regulatory requirements applicable to such positions;

“WHEREAS, once a suitable candidate has been identified, the recommending authority shall submit the necessary documents to the Corporate Governance Committee (‘CGC’) for review, evaluation, and endorsement to the Board;

“WHEREAS, the CGC has duly endorsed to the Board the appointment of the following officers of the Corporation:

1. Executive Vice President – Ms. Marian Peña
2. Group Chief Financial Adviser – Mr. Ernest Sze Lok Yeung
3. Treasurer – Mr. Brandon Benito P. Leong
4. Assistant Treasurer – Ms. Helenita D. Ong

5. Chief Investment Officer, Chief Information Officer, and Investor Relations Officer – Ms. Christina P. Leong
6. Compliance Officer – Atty. Geronimo B. Halili
7. Senior Vice President – Ms. Mariflor M. Sandoval
8. Data Privacy Officer – Ms. Wincel D. Chang
9. Corporate Secretary – Atty. Jarodelyn N. Mabalot
10. Assistant Corporate Secretary – Atty. Nasha Jemimah R. Reyes-Ferrer

“NOW, THEREFORE, for and in consideration of the foregoing premises, the Board hereby resolves as follows:

“RESOLVED, that the Corporation hereby approves and confirms the election of the above individuals to their respective positions, subject to their acceptance and compliance with applicable laws, rules, and regulations;

“RESOLVED, FURTHER, that the Corporation is hereby authorized to prepare, execute, file, and/or submit, the required notices, reports, and other documents with the Securities and Exchange Commission, Philippine Stock Exchange, and other relevant regulatory bodies, and to perform any and all actions as may be necessary and proper to implement the foregoing resolutions.”

The Chairman congratulated the newly elected officers of the Corporation and expressed his hope that they would discharge their duties with the highest degree of competence, integrity, and transparency, in order to safeguard and promote the best interest of the Corporation and all its stakeholders.

VII. Appointment of Committee Members

The Chairman proceeded to the last matter which was the appointment of the Board-level committees specifically, the members of the Executive Committee, Audit and Risk Oversight Committee (“AROC”), Corporate Governance Committee (“CGC”), and Related Party Transactions Committee (“RPTC”).

The Chairman discussed that the Corporation’s Revised Manual of Corporate Governance, By-Laws, and applicable laws require the following composition for the Executive Committee AROC, CGC, and RPT:

Committee	Composition
Executive Committee	At least three (3) directors
AROC	At least three (3) members, two of whom shall be independent directors

	AROC Chairman should be an independent director, and shall not be the Chairman of the Board or of any other committees.
CGC	At least three (3) members All members, including the Chairman, shall be independent directors.
RPTC	At least three (3) non-executive directors, two of whom should be independent, including the Chairman.

The Chairman stated that, upon the appointment of the executive directors to the Executive Committee, the non-executive directors may serve in the same committee in an *ex-officio* capacity. He then opened the floor for discussion.

For the Executive Committee, the Chairman nominated Mr. Tan as Chairman, and Ms. Peña, Mr. Brandon P. Leong (“Mr. Leong”), Mr. Ernest Sze Lok Yeung (“Mr. Yeung”), Atty. Geronimo B. Halili (“Atty. Halili”) as members.

There being no further nominations, and upon motion duly made and seconded, the following directors were appointed as Chairman or members of the Executive Committee:

1. Chairman – Mr. Eugenio T. Tan
2. Members:
 - a. Ms. Marian Peña
 - b. Mr. Brandon P. Leong
 - c. Mr. Ernest Sze Lok Yeung
 - d. Atty. Geronimo B. Halili

For the CGC, the Chairman nominated Mr. Mercado as Chairman, and Ms. Camacho, Mr. Steven Cesar Virata (“Mr. Virata”), Mr. Ernest Sze Lok Yeung (“Mr. Yeung”), and Mr. Peña Sy as members. He then nominated Mr. Tan and Ms. Peña to serve as *ex-officio* members.

There being no further nominations, and upon motion duly made and seconded, the following directors were appointed as Chairman and members of the CGC:

1. Chairman – Mr. Orlando S. Mercado
2. Members:
 - a. Ms. Maria Clara A. Camacho
 - b. Mr. Steven Cesar G. Virata
 - c. Mr. Esteban G. Peña Sy
 - d. Mr. Ernest Sze Lok Yeung
3. *Ex-Officio* Members:
 - a. Mr. Eugenio T. Tan
 - b. Ms. Marian Peña

For the RPTC, the Chairman nominated Ms. Camacho as Chairman, and Messrs. Mercado, Virata, Halili, and Peña Sy as members. The Chairman further proposed that Atty. Abdussabor Sawadjaan, Jr. ("Atty. Sawadjaan") be nominated as a member. The Corporate Secretary noted that, as Atty. Sawadjaan is not a director, he is ineligible for nomination. However, he may serve as a board advisor.

There being no further nominations, and upon motion duly made and seconded, the following directors were appointed as Chairman and members of the RPTC:

1. Chairman – Ms. Maria Clara A. Camacho
2. Members:
 - a. Mr. Orlando S. Mercado
 - b. Mr. Steven Cesar G. Virata
 - c. Atty. Geronimo B. Halili
 - d. Mr. Esteban G. Peña Sy

For the AROC, the Chairman noted that the committee's work would be demanding, as it would be involved in matters requiring approval during the audit period. He further stated that Mr. Virata had volunteered to serve as Chairman. Mr. Virata inquired whether the SEC prescribes qualifications for the chairmanship, to which the Corporate Secretary replied that the Chairman must be an independent director.

The Chairman then proposed that Mr. Leong, in his capacity as Treasurer, be appointed as a member of the AROC. The Corporate Secretary advised that Mr. Leong could not be appointed, as the AROC exercises oversight over the Treasurer. However, he may participate in an ex-officio capacity.

The Chairman subsequently nominated Ms. Camacho, Mr. Mercado, Mr. Tan, and Ms. Peña as members of the AROC, and stated that Mr. Leong, Atty. Halili, and Mr. Yeung may serve as *ex-officio* members.

Mr. Yeung inquired whether the Internal Auditor could sit as a member of the AROC. The Corporate Secretary clarified that the Internal Auditor could not be a member but may attend as a resource person.

There being no further nominations, and upon motion duly made and seconded, the following directors were appointed as Chairman or members of the AROC:

1. Chairman – Mr. Steven Cesar G. Virata
2. Members:
 - a. Ms. Maria Clara A. Camacho
 - b. Mr. Orlando S. Mercado
 - c. Ms. Marian Peña
 - d. Mr. Eugenio T. Tan
3. Ex-Officio Members:
 - a. Mr. Brandon P. Leong

- b. Atty. Geronimo B. Halili
- c. Mr. Ernest Sze Lok Yeung

The Corporate Secretary then read the following resolutions:

“RESOLVED, that the Corporation hereby approves and confirms the appointment of the following directors as respective chairperson and members of the Executive Committee, Audit and Risk Oversight Committee (“AROC”), Corporate Governance Committee (“CGC”), and Related Party Transactions Committee (“RPTC”), subject to their acceptance and compliance with applicable laws, rules, and regulations:

- 1. Executive Committee
 - a. Eugenio T. Tan - Chairperson
 - b. Marian Peña
 - c. Ernest Sze Lok Yeung
 - d. Brandon P. Leong
 - e. Atty. Geronimo B. Halili
- 2. AROC
 - a. Steven Cesar G. Virata - Chairperson
 - b. Maria Clara A. Camacho
 - c. Orlando S. Mercado
 - d. Marian Peña
 - e. Eugenio T. Tan
 - f. Brandon P. Leong (*ex-officio*)
 - g. Atty. Geronimo B. Halili (*ex-officio*)
 - h. Ernest Sze Lok Yeung (*ex-officio*)
- 3. CGC
 - a. Orlando S. Mercado - Chairperson
 - b. Maria Clara A. Camacho
 - c. Steven Cesar G. Virata
 - d. Esteban G. Peña Sy
 - e. Ernest Sze Lok Yeung
 - f. Eugenio T. Tan (*ex-officio*)
 - g. Marian Peña (*ex-officio*)
- 4. RPTC
 - a. Maria Clara A. Camacho - Chairperson
 - b. Orlando S. Mercado
 - c. Steven Cesar G. Virata
 - d. Atty. Geronimo B. Halili
 - e. Esteban G. Peña Sy

“RESOLVED, FURTHER, that the Corporation is hereby authorized to prepare, execute, file, and/or submit, the required notices, reports, and other documents with the Securities and Exchange Commission, Philippine Stock Exchange, and other relevant regulatory bodies, and to perform any

and all actions as may be necessary and proper to implement the foregoing resolutions.”

VIII. Other Matters

The Chairman asked whether there were other matters for Board disposition.

The Corporate Secretary noted that the management has proposed the opening of a deposit account in the name of the Corporation with EastWest Bank, Gil Puyat–FB Harrison Branch, Metropolitan Bank and Trust Corporation, and Development Bank of the Philippines (“Banks”). Such act shall include the authority to deposit therein funds of the Corporation for its operations or any purpose as it may deem fit. Accordingly, Board approval was requested to authorize the Corporation to proceed with this action. Mr. Leong noted that this is in connection with the SIRV funds.

Upon motion duly made and seconded, the Board resolved to approve the opening of deposit accounts in the name of the Corporation with the Banks.

The following board resolutions were flashed:

1. For EastWest Bank, Gil Puyat–FB Harrison Branch:

RESOLVED, that the Corporation be, as it is hereby, authorized to open and maintain, in the name of the Corporation, any type of deposit account/s (“Deposit Account”) with East West Bank (“EWBC”) – Gil Puyat- FB Harrison Store;

RESOLVED, that any one (1) signatory from Class A **and** any one (1) signatory from Class B of the Corporation be, as they are hereby, empowered and authorized to place or deposit funds in and/or withdraw funds from the Deposit Account/s of the Corporation and to sign, endorse, draw, execute and deliver, for and in behalf of the Corporation, any and all instruments necessary and pertinent to the opening and maintenance of the Deposit Account/s, such as but not limited to checks, drafts, bills of exchange, deposit and withdrawal slips, certificates of deposits:

Class A Signatories



Name	Designation
Eugenio T. Tan	Director
Ernest Sze Lok Yeung	Group Chief Financial Adviser
Helenita D. Ong	Assistant Treasurer

Class B Signatories

Name	Designation
Marian Peña	Executive Vice President
Christina P. Leong	Chief Investment Officer, Chief Information Officer, Investors Relations Officer
Brandon Benito P. Leong	Treasurer

RESOLVED, that any one (1) signatory from Class A **and** any one (1) signatory from Class B of the Corporation be, as they are also hereby, authorized to delegate balance inquiry and transaction confirmations to their designees in respect of the deposit and/or cash management services and/or products availed of by the Corporation from EWBC.

RESOLVED, that EWBC may fully rely on the authority of the designees of the Corporation nominated by the above signatories of the Corporation to conduct balance inquiries and transaction confirmations in respect of the deposit and/or cash management services and/or products availed of by the Corporation from EWBC until EWBC shall receive written notice of the revocation of the authority of such designees.

RESOLVED, that EWBC be furnished a copy of the foregoing resolutions for its guidance and so that it may continue to rely on the authorities conferred, unless and except to the extent that the foregoing resolutions shall be revoked or modified by any subsequent resolutions of the Board of Directors and of the Stockholders of the Corporation.

RESOLVED FURTHER, that the Corporation hereby unconditionally and absolutely holds EWBC free and harmless from any and all liability, loss, claims, and/or damages arising from or in connection

with its reliance on the foregoing powers and authorities granted to the authorized signatories of the Corporation and their designees.

2. For Metropolitan Bank and Trust Corporation and Development Bank of the Philippines

“RESOLVED, that the Corporation is hereby authorized to open and maintain a deposit account in its name with Metropolitan Bank and Trust Corporation [Branch] and Development Bank of the Philippine [Branch] (“Banks”), on such terms and conditions as may be prescribed by the Bank.

RESOLVED FURTHER, that the Corporation hereby designates any ONE (1) signatory from Class A AND ONE (1) signatory from Class B, acting jointly, to operate the said deposit account, including but not limited to signing checks, deposit instruments, withdrawal instructions, fund transfers, and any other documents or electronic instructions required by the Banks:

Class A	Class B
Eugenio T. Tan	Marian Peña
Ernest Sze Lok Yeung	Christina P. Leong
Helenita D. Ong	Brandon P. Leong

“RESOLVED, FURTHER, that any ONE (1) signatory from Class A AND any ONE (1) signatory from Class B are hereby jointly authorized, for and on behalf of the Corporation, to:

1. to sign, execute and/or deliver any and all documents, papers, instruments, forms, agreements or contracts in connection with or as may be required by, appropriate, necessary, and/or incidental to the opening, closing, operation and/or management of any and all account/s of the Corporation with or investment of any funds of the Corporation in its deposit accounts in the Banks;
2. to withdraw or transfer the funds of the Corporation by checks, receipts, drafts, bills of exchange, withdrawal slips, orders for payment or otherwise in its deposit accounts in the Banks;
3. to sign, endorse, draw, accept, make, execute and/or deliver, for negotiation, payment, deposit or collection, checks, receipts, drafts, bills of exchange, orders for payment and/or other similar instruments in connection with the accounts of the Corporation with or investment of any funds of the Corporation in its deposit accounts in the Banks, including the authority to avail of all other banking services, apply for

and enroll in electronic banking channels and appoint its authorized users; and

4. to close the account(s), receive the balance(s) thereof and sign any and all documents which the Banks may require in connection therewith;

“RESOLVED, FURTHER, that any and all corporate transactions entered into by above-named authorized signatories of the Corporation pursuant to the foregoing resolutions shall be valid and binding against the Corporation and its successors and assigns until the relevant Bank shall have received a notarized Corporate Secretary’s certification of a Board Resolution of the Corporation revoking or modifying the aforesaid Board Resolutions;

“RESOLVED FURTHER, that the Corporate Secretary is hereby authorized to issue certifications or any such documents in the form and substance as may be required by the Banks in connection with the opening, maintenance, and operation of the Company’s deposit account(s), provided that such certifications are consistent, in substance, with the foregoing resolutions and accurately reflect the authority granted herein;

“RESOLVED, FINALLY, that any previous resolution by the Board of Directors of the Corporation covering the same subject matter be deemed amended or modified accordingly in accordance herewith.

IX. Adjournment

With no further matters to discuss, the Chairman adjourned the meeting. Atty. Mabalot read the following resolutions:

RESOLVED, that the Corporate Secretary is authorized to issue certifications to attest to the foregoing resolutions; and

RESOLVED, FINALLY, that the foregoing resolutions shall continue and remain in full force and effect until revoked and/or amended by a subsequent resolution of the Board.

A motion to approve the resolution and adjourned the meeting was made and duly seconded. There being no objections, the motion to adjourn was carried.

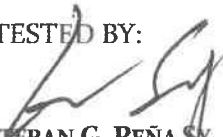
[Signature page follows.]

CERTIFIED TRUE AND CORRECT:



ATTY. JARODELYN N. MABALOT
Corporate Secretary

ATTESTED BY:



ESTEBAN G. PEÑA SY
Chairman, Director



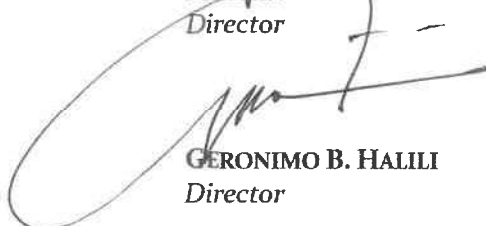
EUGENIO T. TAN
Director



MARIAN PEÑA
Director



BRANDON BENITO P. LEONG
Director



GERONIMO B. HALILI
Director



ERNEST SZE LOK
Director



MARIA CLARA A. CAMACHO
Director



ORLANDO S. MERCADO
Director



STEVEN CESAR G. VIRATA
Director