



PNB EMPLOYEES SAVINGS & LOAN ASSOCIATION (PESLAI) INC.

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**MINUTES OF THE ANNUAL GENERAL ASSEMBLY MEETING OF PESLAI MEMBERS
HELD ON FEBRUARY 14, 2025 AT PASAY CITY
VIA VIDEO TELECONFERENCING THROUGH MICROSOFT TEAMS APPLICATION**

I. ATTENDANCE

Present : Mr. Rico B. Roma - Chairman
Ms. Susan R. Diaz - Vice Chairman & Risk Officer
Ms. Melissa M. Ponce - Treasurer & Compliance Officer
Mr. Rafael U. Ituralde - Auditor
Mr. Cipriano G. Resultay - Corporate Secretary
Mr. Diosdado R. Caampued, Jr. - Independent Director
Mr. Salvador C. Paringit - Independent Director
Ms. Prescila P. Carandang - Office Manager

Also Present: Mr. Rey Teodorico P. Garcia
Mr. Alex O. de Guzman
Mr. Gerardo G. Galura
Mr. Melchor A. Sola
Mr. Joseph Pabuaya
Ms. Michelle Sy
Mr. Jose Antonio Castor
Ms. Editha San Pedro
Mr. Christian V. Resultay

Before calling the meeting in order, the moderator Auditor-Trustee Rafael U. Ituralde asked the Vice Chairman-Trustee Susan R. Diaz, to lead a prayer.

Mr. Ituralde requested everybody to remain standing for the singing of the Philippine National Anthem.

Afterwards, Mr. Ituralde introduced all the members of the Board of Trustees, including the officers and staff of the Association.

II. CALL TO ORDER

Chairman Rico B. Roma called the meeting to order at 5:30 PM and presided the general assembly meeting.

III. DETERMINATION OF QUORUM

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Chairman Roma asked the Corporate Secretary, Cipriano G. Resultay, if there was a quorum in this meeting. Mr. Resultay took the floor and state the following message:

"Good evening, ladies and gentlemen.

I am Cipriano Resultay, the Corporate Secretary of PESLAI.

Based on the number of members present in this virtual meeting, and 3,363 or 69.6% of the total PESLAI members who were represented by their respective proxies who are likewise present today, we are glad to inform you that we have reached a number to constitute a quorum. Hence, by virtue of the power vested upon me under our existing By-laws, I declare that a quorum has been established. We shall proceed then to conduct this general membership meeting of PESLAI members".

IV. APPROVAL AND CONFIRMATION OF THE MINUTES OF THE GENERAL ASSEMBLY HELD ON FEBRUARY 16, 2024.

Mr. Ituralde announced that the next item in the agenda is the approval and confirmation of the minutes of the General Assembly held last February 16, 2024.

He called Mr. Resultay, the Corporate Secretary to take the floor and present to the Body the Minutes of Meeting of last year's General Assembly.

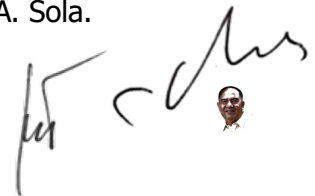
Mr. Resultay took the floor and stated the following:

"Mr. Chairman, presenting last year's minutes of our General Assembly for confirmation of the Body. The Association has posted the minutes of the meeting to PESLAI's website for the information of the members."

Chairman Roma asked the Assembly if there is a motion to confirm the minutes?

Mr. Chairman, My name is Joseph Pabuaya, a PESLAI member. Since the minutes has been dispensed with as it has already been farmed out by PESLAI to the members by posting it to the Association's website, I hereby move to confirm the minutes of the general membership meeting".

This motion was duly seconded by another PESLAI member, Mr. Melchor A. Sola.

Handwritten signatures in black ink, including a large signature on the left and a smaller one on the right. Below the smaller signature is a small circular portrait of a man with glasses and a dark shirt.

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Hence, Chairman Roma, told the Assembly that since there is no objection from the body was raised, the motion was approved.

V. REPORT OF THE CHAIRMAN/PRESIDENT

The complete report of the Chairman, Rico B. Roma, is hereto attached and labelled as Annex A which will form part of this minutes.

VI. TREASURER'S REPORT

The complete report of the Treasurer, Melissa M. Ponce, is hereto attached and labelled as Annex B which will form part also of this minutes.

VII. RATIFICATION OF THE ACTS OF THE BOARD AND MANAGEMENT.

Corporate Secretary Cipriano G. Resultay reported important Resolutions passed by the Board of Trustees for the year 2024. The complete report of the Corporate Secretary is hereto attached as Annex C which will form part likewise of this minutes. The complete list and details of the report of the Corporate Secretary were posted at PESLAI'sM website.

Mr. Resultay presented likewise, as required by the Revised Corporate Code of 2019, for the Assembly's approval, Board Resolution No. 25-008 dated January 24, 2025 relative to the budget for compensation of the Association's Executive Officers and the Board of Trustees in the amount of Php3,871,500.00 per limit prescribed by law and as determined by the Adhoc Compensation Committee.

After the report of the Corporate Secretary, Chairman Roma asked the members if they have any question or clarifications on the Acts of the Board.

Since there were no any questions raised, Mr. Rey Teodorico P. Garcia, a PESLAI member, moved for the confirmation of the Acts of the Board. It was seconded by another PESLAI member, Mr. Joseph Pabuaya, hence, Chairman Roma approved the motion to approve the Acts of the Board for the year 2024.

Moderator and Auditor Rafael U. Ituralde requested for a 3-minute breacktime. Chairman Roma approved this request.

After 3 minutes, Mr. Ituralde informed the Body, that he is giving the floor to the Chairman



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for a very important announcement.

Chairman Mr. Roma proceeded to say the following: *"Before we end our meeting tonight, let me inform the Body that PESLAI's independent trustees, Messrs. Diosdado R. Caampued, Jr. and Salvador R. Paringit have tendered their resignations effective at the closing of business hours today, February 14, 2025. Thus, on behalf of PESLAI, allow me to express my heartfelt gratitude to our beloved Independent Trustees. I have their utmost dedication in serving PESLAI and members for many years. Their vibrant energy and hard work in performing their duties have contributed a lot to the present success of our Association. That is why, it is with deepest regret to accept their resignation. But before we let them go to attend to their other productive endeavors, it is but proper to honor them with a token gratitude by awarding this Plaque of Appreciation to be presented by no less than yours truly."* (Handling over the plaque of appreciation to the outgoing independent trustees).

Chairman Roma asked Mr. Caampued to deliver a short speech.

Mr. Caampued delivered his speech and afterwards, Auditor Roy read a prepared speech of Mr. Paringit.

At this juncture, the Body applauded.

VIII. OPEN FORUM

Mr. Ituralde briefed the members on how to observe the process of having an open forum.

Hence, there was no any question or clarification from the members, Chairman Roma asked Corporate Secretary Resultay, if there is any item left in the agenda. Corporate Secretary Resultay responded "No more, Mr. Chairman".

There being none, do I hear a motion to adjourn?

IX. ADJOURNMENT

Mr. Rey Teodorico P. Garcia, a PESLAI member, took the floor, to move for the adjournment of the meeting. His motion was seconded by Mr. Gerardo Galura, also a PESLAI member.

Since, the motion for the adjournment of the meeting was duly-moved and seconded, without any objection, Chairman Roma banged the gavel to signal the approval of the adjournment of the meeting at 6:10 PM.



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CERTIFIED CORRECT:



CIPRIANO G. RESULTAY
Corporate Secretary

ATTESTED BY:



RICO B. ROMA
Chairman