

**MINUTES OF THE SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF WATERFRONT PHILIPPINES INCORPORATED  
THROUGH VIRTUAL COMMUNICATION (ZOOM)  
HELD ON APRIL 7, 2025**

**PRESENT:**

Sergio R. Ortiz-Luis Jr.	Chairman
Kenneth T. Gatchalian	Director
Elvira A. Ting	Director
Dee Hua T. Gatchalian	Director
Lamberto B. Mercado Jr.	Director
Arthur M. Lopez	Director
Aristeo R. Cruz	Independent Director
Ruben D. Torres	Director
Renato C. Francisco	Independent Director

**ALSO PRESENT**

Atty. Arthur R. Ponsaran	Corporate Secretary
Amando J. Ponsaran Jr.	Asst. Corporate Secretary

**PROCEEDINGS OF THE MEETING**

**CALL TO ORDER**

The Chairman, Mr. Sergio R. Ortiz-Luis Jr., called the meeting of the Board of Directors of **WATERFRONT PHILIPPINES INCORPORATED** (the "Corporation") to order and thereafter presided. Atty. Arthur R. Ponsaran, Corporate Secretary, recorded the minutes of the meeting.

**DETERMINATION OF QUORUM**

The Corporate Secretary certified that a majority of the Directors were present, and that there was a quorum for the transaction of corporate business.

**AUTHORITY TO DESIGNATE REPRESENTATIVE AND FILER WITH SECURITIES AND EXCHANGE COMMISSION**

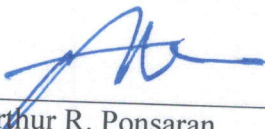
The Chairman informed the Board that in accordance with SEC Memorandum Circular No. 03, Series of 2021, there is a need to appoint and designate a representative and filer with the Securities and Exchange Commission. On motion duly made and seconded, a majority of the Board of Directors of the Corporation, passed and approved the following resolutions, to wit:

Resolution No. 20250407  
(Authorized Filer for Securities and Exchange Commission)

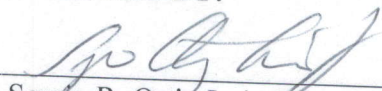
THAT during the special meeting by the Board of Directors of the Corporation held April 7, 2025, where a quorum was present and acted all throughout, the Board of Directors, by unanimous vote, resolved and approved to designate **MS. ABBIE CLAIRE M. DULANAS**, to represent the corporation and act for it in the submission of reportorial requirements with the SEC through Online Submission Tool (OST).

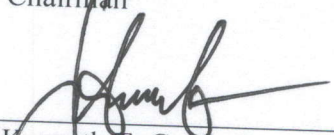
**ADJOURNMENT**

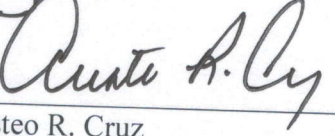
There being no further business to transact, the meeting was, on motion duly made and seconded, adjourned.

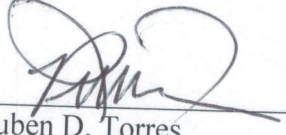
  
Atty. Arthur R. Ponsaran  
Corporate Secretary

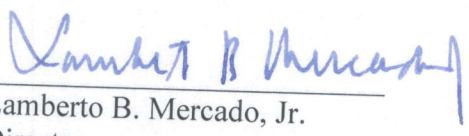
**ATTESTED BY:**

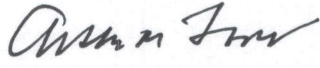
  
Sergio R. Ortiz-Luis Jr.  
Chairman

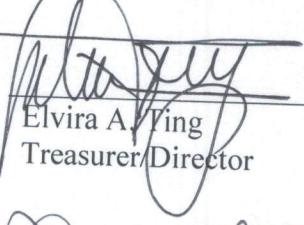
  
Kenneth T. Gatchalian  
President/Director

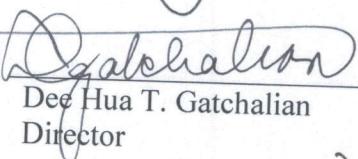
  
Aristeo R. Cruz  
Independent Director

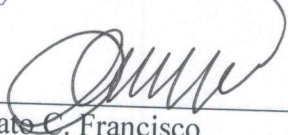
  
Ruben D. Torres  
Director

  
Lamberto B. Mercado, Jr.  
Director

  
Arthur M. Lopez  
Vice - Chairman

  
Elvira A. Ying  
Treasurer/Director

  
Dee Hua T. Gatchalian  
Director

  
Renato C. Francisco  
Independent Director