

2

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF METROCARE HEALTH SYSTEMS INCORPORATED**

Held on 08 September 2020 at 1400H
At 147 Williams Street, Pasay City, Metro Manila

Present:

**MR. VIRGIL B. PRIETO
MR. ELMER Z. ACANCE
MS. VICTORIA P. FLORES
MS. FELICIDAD C. DELA CRUZ
MR. GERONIMO P. REYES
ATTY. RYAN D. CO**

I. Call to Order and Certification of Quorum

The Chairman, MR. VIRGIL B. PRIETO, called the meeting to order at 1400H after the Corporate Secretary, ATTY. CARLO ROBERTO C. SOLIS, certified that there was a quorum to transact such business as may come before the Board.

II. Reading and Approval of Minutes of the Previous Meeting

Upon motion duly made and seconded, the minutes of the previous meeting were read, approved and signed as read.

III. Redemption of PLDT 10% Cumulative Convertible Preferred Stock Series

BUSINESS OF THE DAY

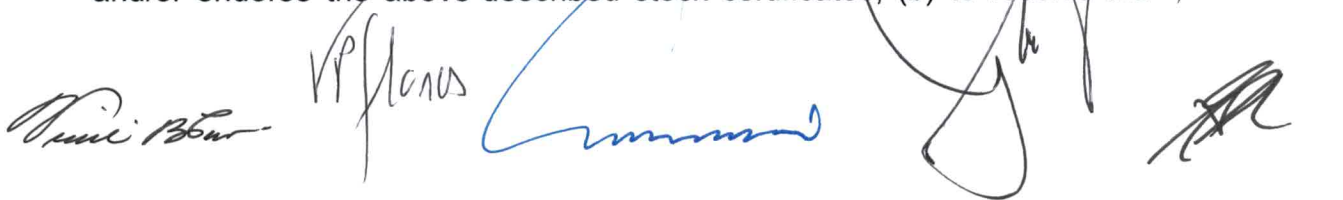
The Chairman discussed that the meeting was called for the approval of the surrender and delivery of the Corporation's PLDT 10% Cumulative Convertible Preferred Stock Series and authorization of the Corporation's authorized representative.

After deliberation and upon motion duly made and seconded, the following resolutions were unanimously approved and adopted by the body:

"RESOLVED, as it is hereby resolved, that in connection with the redemption by **PLDT INC.** (formerly "Philippine Long Distance Telephone Company") of its outstanding shares of 10% Cumulative Convertible Preferred Stock Series issued pursuant to PLDT's Subscriber Investment Plan (the "SIP"), **METROCARE HEALTH SYSTEMS, INCORPORATED** (the "Corporation") be, and is hereby, authorized to surrender and deliver the stock certificates representing the Series AA owned on record by the Corporation, the details of which are as follows:

Certificate Number	Series	Number of Shares
SIAA-131523	AA	200
SIAA-131525	AA	200
SIAA-147257	AA	200
SIAA-147258	AA	200

RESOLVED FINALLY, that the Board of Directors of the Corporation appoints and authorizes its President, MR. ELMER Z. ACANCE, (a) to sign and/or endorse the above-described stock certificates; (b) to receive the



proceeds of redemption; and (c) to sign such documents and do such other acts as may be required or necessary in connection with the foregoing.”

IV. Adjournment

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

Certified Correct:


ATTY. CARLO ROBERTO C. SOLIS
Corporate Secretary

Attested by:


MR. VIRGIL B. PRIETO
Director


MS. FELICIDAD C. DELA CRUZ
Director


GERONIMO P. REYES
Director


MR. ELMER Z. ACANCE
Director


MS. VICTORIA P. FLORES
Director


ATTY. RYAN D. CO
Director

6