

MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF WELLEX INDUSTRIES, INC.  
HELD ON JUNE 11, 2025 AT 10:00 A.M.  
35<sup>TH</sup> FLR. ONE CORPORATE CENTER, PASIG CITY (VIA REMOTE COMMUNICATION)

Directors Present:

Mr. Ruben D. Torres  
Mr. Kenneth T. Gatchalian  
Ms. Elvira A. Ting  
Mr. Richard L. Ricardo  
Mr. William T. Gatchalian  
Atty. Lamberto B. Mercado, Jr.  
Mr. Renato C. Francisco  
Mr. Omar M. Guinomla  
Atty. Aristeo R. Cruz  
Mr. Josaias T. Dela Cruz  
Mr. Sergio Antonio S. Ortiz-Luis

Also Present:

Mr. Amando J. Ponsaran, Jr. (Corporate Secretary)

**1. CALL TO ORDER**


RUBEN D. TORRES as Chairperson called the meeting to order at 10:00 a.m. through remote communication using ZOOM video conferencing application and presided thereat. The Chair instructed the Corporate Secretary, Mr. Amando J. Ponsaran, Jr. to make the roll call. After calling their names one by one all the Directors namely: Elvira A. Ting, Kenneth T. Gatchalian, Atty. Lamberto B. Mercado, Jr., William T. Gatchalian, Richard L. Ricardo, Atty. Aristeo R. Cruz, Omar M. Guinomla, Renato C. Francisco, Josaias T. Dela Cruz and Sergio Antontio S. Ortiz-Luis, they individually responded that they were present and participating via ZOOM video conferencing application, stating his/her full name and position, location, confirmed that he/she can clearly hear/see the other attendees and he/she received the notice of meeting, agenda and materials, and using Laptop/Tablet/Smartphone. The Corporate Secretary was instructed to record the Minutes of the Meeting.

**2. EXISTENCE OF A QUORUM**

Upon the Chairperson's inquiry, the Corporate Secretary certified that all the directors of the Corporation were personally present through ZOOM video conferencing application and therefore, a quorum existed to transact business.

**3. APPROVAL OF THE MINUTES OF THE LAST BOARD MEETING**

The Chairman called the Board's attention to the minutes of the meeting of the Board of April 14, 2025. Copies of the same were previously circulated to the Board for the directors' comments and correction. As there were no objections to the minutes as well as to the Resolutions, the same were approved by the Board.



## **SETTING THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING FOR 2025**

Onn motion duly made and seconded, the Board unanimously passed the following resolution:

“RESOLVED that the Corporation hereby authorizes to conduct the Annual Stockholders’ Meeting on 21 July 2025, Monday at 10:00 a.m. via remote communication.

“RESOLVED FUTHER, as it is hereby resolved that the Corporation hereby set June 27, 2025 as record date for purposes of determining the shareholders entitled to receive Notice of the Annual Meeting and to vote and be elected during the said meeting and that from June 28 to July 21, 2025 the stock and transfer books be closed.

“RESOLVED FURTHER, as it is hereby resolved, that the Nomination Committee is hereby directed to screen, evaluate and submit a list of nominees to the board of directors for election as members of the board of directors for the ensuing year.

“RESOLVED FURTHER, as it is hereby resolved, that the Corporate Secretary is hereby instructed to file the necessary disclosures with the Securities and Exchange Commission and with the Philippine Stock Exchange, and is hereby authorized to coordinate, arrange and ensure compliance with the requirements for the conduct of the Annual Stockholder’s Meeting on July 21, 2025.

“RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescinded or otherwise voided.”

## **AUTHORIZATION OF MR. EDWARD GONZALES FOR UPDATING THE COMPANY’S REGISTRATION WITH PHILIPPINE HEALTH INSURANCE CORPORATION (PHILHEALTH)**

The following resolutions were considered and approved by the Board of Directors:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors hereby appoint and designate Mr. Edward Gonzales as the duly authorized representative of the Corporation to transact, sign and execute documents for updating the company’s registration with the Philippine Health Insurance Corporation (Philhealth).”

RESOLVED FURTHER, that all acts and documents executed and entered into by the aforementioned signatory prior to, but pursuant and in accordance with, the foregoing authorities are hereby confirmed, affirmed and ratified.


RESOLVED FINALLY, that the foregoing authorities shall remain in full force and effect and binding on the Corporation unless rescind or otherwise voided.”

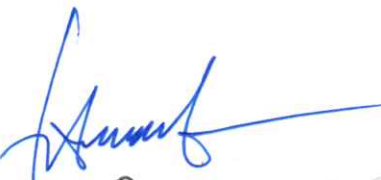
**ADJOURNMENT**

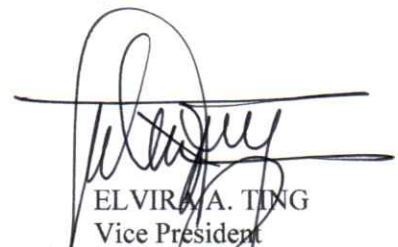
There being no other business to transact, the meeting was adjourned.

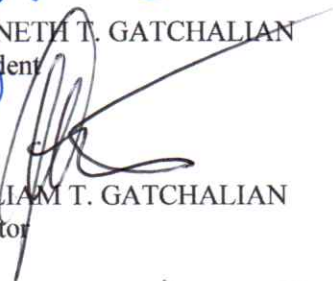
  
AMANDO J. PONSARAN, JR.  
Corporate Secretary


Attested by:

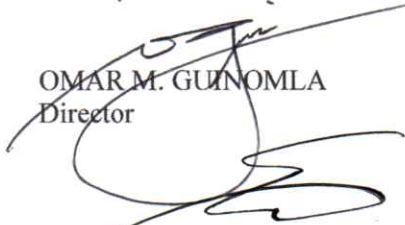
  
RUBEN D. TORRES  
Chairman of the Board

  
KENNETH T. GATCHALIAN  
President

  
ELVIRA A. TING  
Vice President


  
WILLIAM T. GATCHALIAN  
Director

  
RICHARD L. RICARDO  
Treasurer


  
OMAR M. GUINOMLA  
Director

  
RENATO C. FRANCISCO  
Director

SERGIO ANTONIO S. ORTIZ-LUIS  
Director

  
JOSAIAS T. DELA CRUZ  
Director

  
ATTY. LAMBERTO B. MERCADO, JR.  
Director

  
ATTY. ARISTEO R. CRUZ  
Director