

Date :

For : Board of Directors

From : Office of the Corporate Secretary

Subject: **Cocogen Guidelines on the Attendance and Participation of Directors and other Persons in Regular And Special Meetings through Teleconferencing, Video Conferencing, and other Remote or Electronic Means Of Communication**

SECTION 1. Definition of Terms.

- a. **Remote Communication** – transfer of data between two or more devices not located at the same site
- b. **Teleconferencing** – holding of a conference among people remote from one another by means of telecommunication devices, such as telephone or computer terminals. It refers to an interactive group communication through an electronic medium
- c. **Videoconferencing** – holding of a conference among people in remote locations by means of transmitted audio and video signals
- d. **Computer Conferencing** – teleconferencing supported by one or more computers
- e. **Audio Conferencing** – conference in which people at different locations speak to each other via telephone or internet connections

BOARD AND COMMITTEE MEETINGS OF DIRECTORS

SECTION 2. Participation in Board and Committee Meetings Through Remote Communication; Internal Procedures. Directors who cannot physically attend or vote at board or committee meetings can participate and vote through remote communications such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. However, directors cannot attend or vote by proxy at such meetings.

If a director intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Corporate Secretary of his/her intention. Likewise, the Board may hold said meetings through remote communications. The Corporate Secretary shall note such fact in the Minutes of the meeting.

SECTION 3. Quorum. Unless the Revised Corporation Code, the Articles of Incorporation, or the By-Laws of the Company provide for a greater majority, a majority of the directors as stated in the articles of incorporation shall constitute a quorum. Unless otherwise provided, a majority of the directors belonging to each Committee shall likewise constitute a quorum.

A director who participates through remote communication shall be deemed present for the purpose of attaining quorum.

SECTION 4. Notice of the Meeting. The Corporate Secretary shall send the notice of the meeting to all directors in accordance with the manner of giving notice provided in the By-Laws or by Board Resolution.

Notice of meetings may be sent to all directors through electronic mail, messaging service, or such other manner allowed in the By-Laws or by Board Resolution.

Notice of regular or special meetings stating the date, time, place, and/or the web link to the videoconference meeting must be sent to every director within the period provided for in the By-Laws. A director may waive this requirement, either expressly or impliedly.

The notice of meetings shall include the following information:

- a. The date and time of the meeting;
- b. The place of the meeting, or, if held via videoconferencing, the web link to the meeting;
- c. The agenda of the meeting;
- d. All pertinent materials for discussion, which shall be numbered and marked in such manner that the director can easily follow and participate in the meeting;
- e. That a Director may participate via remote communication;
- f. Contact information of the Corporate Secretary or office staff whom the director may communicate;
- g. When the meeting is for the election of directors or officers, the requirements and procedure for nomination and election;
- h. The fact that there will be a visual and/or audio recording of the meeting; and
- i. Other instructions to facilitate participation in the meeting through remote communications.

SECTION 5. Roll Call. At the start of the meeting, the Chairman shall instruct the Corporate Secretary to make a roll call. Every attendee shall state for the record the following:

- a. Full name
- b. Location;
- c. Confirmation that he/she can clearly hear and/or see the other attendees;
- d. Confirmation that he/she received the Notice of the Meeting including the agenda and materials; and
- e. Specify the device being used (*i.e.*, smartphone, tablet, laptop, desktop, television, etc.)

Thereafter, the Corporate Secretary shall confirm and note the participants and certify the existence of quorum.

SECTION 6. Voting. In case of a need to vote in any item or matter in the agenda, the Chairman shall direct the Corporate Secretary to note the vote of each director. A director participating in the meeting via remote communication (*e.g.*, teleconference, videoconference, computer conference, or audio conference) may cast his vote.

SECTION 7. Other Duties of the Corporate Secretary. The Corporate Secretary shall also assume the following responsibilities:

- a. Ensure that suitable equipment and facilities are available for the conduct of meeting by remote communication (*i.e.*, reliable internet connection, high bandwidth availability capable of supporting numerous simultaneous connections, etc.);
- b. Ensure that the attendees are able to hear and see the other participants clearly during the course of the meeting and that attendees should be able to communicate and understood by the other party;
- c. Ensure that the visual and audio recordings of the meeting are secured;
- d. Ensure that the visual and audio recordings of the election/meeting are current and on-going and that there is no stoppage or interruption. Should an interruption or stoppage occur, the recording shall restart from the point where it was stopped or interrupted with proper statement of points in time;
- e. Ensure to safe-keep and perpetuate in updated data storage equipment or facility the visual and audio recordings; and
- f. Require those who attended the meeting through remote communication, to sign the minutes of the meeting whenever the act of signing is practicable, at a reasonable time after the meeting.

MEETINGS OF STOCKHOLDERS

SECTION 8. Participation in Stockholders' Meetings Through Remote Communication. When so provided in the By-Laws or by majority of the Board of Directors, stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communications or other alternative modes of communication.

If a stockholder or member intends to participate in a meeting through remote communication, he/she shall notify in advance the Chairman and the Corporate Secretary of his/her intention. The Corporate Secretary shall note such fact in the Minutes of the meeting.

SECTION 9. Quorum in Meetings. Unless otherwise provided in the Revised Corporation Code or in the By-Laws, a quorum shall consist of the stockholders representing a majority of the outstanding capital stock. A stockholder who participates through remote communication or *in absentia* shall be deemed present for purposes of quorum.

SECTION 10. Voting in the Election of Directors and Officers through Remote Communication. The right to vote of stockholders may be exercised in person, through a proxy, or when so authorized in the By-Laws, through remote communication or *in absentia*, notwithstanding the absence of a provision in the By-Laws.

The right to vote of stockholders or members may be exercised also through remote communication or *in absentia* when authorized by a resolution of the majority of the Board of Directors; *provided*, that the resolution shall only be applicable for a particular meeting.

SECTION 11. Notices. The Corporate Secretary shall send out the notices of the election/meeting to all stockholders in accordance with the manner of giving notice as stated in the By-Laws.

Written notice of regular meetings may be sent to all stockholders through electronic mail or such other similar manner as may be stated in the By-Laws.

Notices of regular and special meetings, which should state the date, time, and place of the meeting, must be sent to every stockholder at least twenty-one (21) days prior to the scheduled meeting, unless a different period is provided in the By-Laws. In case of postponement of stockholders' regular meetings, written notice shall be sent to all stockholders of record at least two (2) weeks prior to the date of the meeting.

The notice shall further be accompanied by the following:

- a. The agenda of the meeting;
- b. When attendance, participation, and voting by remote communication or *in absentia* are authorized, the requirements and procedures to be followed when a stockholder elects either option;
- c. Manner of casting of votes and the period during which vote by remote communication or *in absentia* will be accepted;
- d. Contact information of the Corporate Secretary or office staff whom the stockholder may notify about his or her option;
- e. When the meetings is for the election of directors, the requirements and procedure for nomination and election; and
- f. The fact that there will be visual and audio recording of the meetings.

In case the election or meeting was conducted through teleconferencing or other similar means, a visual and audio recording of the election or meeting should be secured. The Corporate Secretary is duty-bound to safe-keep and perpetuate in updated data storage equipment or facility the visual and audio recordings.

All pertinent materials for discussion shall be numbered and marked by the Corporate Secretary in such manner that the stockholders participating through remote communication can easily follow and participate.