

IMPERIAL RESOURCES INCORPORATED

Unit 202 Villa Building, No. 78. Jupiter Street, Bel-Air
Makati City, Metro Manila
Tel No. 8721-6994 8831-4719

SEC REG. No. 39243

ORGANIZATIONAL MEETING

Board of Directors
July 10, 2025

MINUTES

(Upon verbal notice, immediately after the adjournment of the regular annual stockholders' meeting, the organizational meeting of the Board of Directors of Imperial Resources Incorporated [The "Company"] was held at Makati City, Metro Manila, on Thursday, July 10, 2025, at 10:30 o'clock in the morning and via the remote communication [Google Zoom Meeting ID: 883 7592 9289; Passcode 882390])

ATTENDANCE

Name	Position	Attendance	Device or Method Used in the Communication and Participation (smartphone, tablet, laptop, desktop, television, etc.) Google Zoom Platform Meeting ID: 883 7592 9289 Passcode: 882390	Location
Atty. Horacio M. Pascual	Chairman/ Director	Present	Onsite	Makati City, Metro Manila
Oliverio L. Laperal, Jr.	Director	Present	Online <i>via</i> digital zoom platform	Makati City, Metro Manila
Desiderio L. Laperal	Director	Present	Onsite	Makati City, Metro Manila
Vilma B. Villanueva	Director	Present	Online <i>via</i> digital zoom platform	Quezon City, Metro Manila
Atty. Jesus Vicente B. Capellan	Director/ Corporate Secretary	Present	Onsite	Makati City, Metro Manila
Genelita G. Manandic	Independent Director	Present	Online <i>via</i> digital zoom platform	Mariveles, Bataan
Dean Marciano	Independent	Present	Online <i>via</i>	Quezon City,

G. Delson	Director		digital zoom platform	Metro Manila
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(Upon unanimous request of all the Directors present, the Chairman, Atty. Horacio M. Pascual, presided over the meeting and the Corporate Secretary, Atty. Jesus Vicente B. Capellan, recorded the Minutes of the proceedings.)

CALL TO ORDER

Corporate Secretary : May we have the attention of the newly elected members of the Board to kindly please settle down to start our organizational meeting.

Chairman : Welcome back. We shall now have our first organizational meeting.

ITEM I Election of Officers

Chairman : The first order of business is the *Election of Officers* pursuant to Article IV of the By-Laws of the Company. The table is now open for nominations of candidates for the different positions provided for in the By-Laws. Any motion?

Movant : Mr. Chairman, I have the honor to nominate the newly elected members of the board for the year 2025, as candidates for the following positions –

Nominee	Position
Atty. Horacio M. Pascual	Chairman of the Board
Oliverio L. Laperal, Jr.	President/CEO
Desiderio L. Laperal	Vice-President/Treasurer/CFO
Vilma B. Villanueva	Comptroller/CAO/Asst. Treasurer
Atty. Jesus Vicente B. Capellan	Corporate Secretary/Compliance Officer

Chairman : Do we have any other nomination?
 There being none, do we hear any motion?

Movant : Mr. Chairman, I move that the nominations be closed.

Seconded : I second the motion.

Chairman : Is there any objection?
 There being none, upon motion and duly seconded, let the nominations be closed.

Movant : Mr. Chairman, since there is no other nomination made, I move that all votes be cast, respectively, to all nominated candidates for the position to which they are nominated.

Seconded : I second the motion.

Chairman : Is there any objection?

There being none, upon motion and duly seconded, the Corporate Secretary is hereby directed to cast, respectively, the unanimous votes to all nominated candidates. Accordingly, they are considered duly elected officers of the Company.

Let the election of the new set of officers be spread into the Minutes and Records of the Company.

Name of Officer	Position
Atty. Horacio M. Pascual	Chairman of the Board
Oliverio L. Laperal, Jr.	President/CEO
Desiderio L. Laperal	Vice-President/Treasurer/CFO
Vilma B. Villanueva	Comptroller/CAO/Asst. Treasurer
Atty. Jesus Vicente B. Capellan	Corporate Secretary/Compliance Officer

ITEM II

Constitution of the Nomination Committee, Compensation and Remuneration Committee, and Audit Committee,

Chairman : The next order of business is the *Election of Officers of the Various Committees*, namely: the (i) Nomination Committee; (ii) Compensation and Remuneration Committee, and, (iii) Audit Committee. The floor is now open for nominations.

Movant : Mr. Chairman, I have the honor to nominate the following members of the Board as candidates for the various positions in the committees, namely -

For the Nomination Committee:

Nominee	Position
Atty. Jesus Vicente B. Capellan	as Chairman
Mr. Oliverio L. Laperal, Jr.	as Member
Ms. Genelita G. Manandic (Independent Director)	as Member

For Compensation and Remuneration Committee:

Nominee	Position
Mr. Desiderio L. Laperal	as Chairman
Ms. Vilma B. Villanueva	as Member
Dean Marciano G. Delson (Independent Director)	as Member

For Audit Committee:

Nominee	Position
Ms. Genelita G. Manandic (Independent Director)	as Chairman
Mr. Desiderio L. Laperal	as Member
Atty. Horacio M. Pascual	as Member

Chairman : Do we have any other nomination?
 There being none, do we hear any motion?

Movant : Mr. Chairman, I move that the nominations be closed.

Second : I second the motion.

Chairman : Is there any objection?
There being none, upon motion and duly seconded, let the nominations be closed.

Movant : Mr. Chairman, since there is no other nomination made, I move that all votes be cast, respectively, to all nominated candidates for the position to which they are nominated.

Second : I second the motion.

Chairman : Is there any objection or opposition?
There being none, upon motion and duly seconded, the Corporate Secretary is hereby directed to cast, respectively, the unanimous votes to all nominated candidates of the various committees. Accordingly, they are considered duly elected officers of the Company.

Let the election of the new set of officers be spread into the Minutes and Records of the Company

Nomination Committee

Name of Officer	Position
Atty. Jesus Vicente B. Capellan	as Chairman
Mr. Oliverio L. Laperal, Jr.	as Member
Ms. Genelita G. Manandic (Independent Director)	as Member

Compensation and Remuneration Committee

Name of Officer	Position
Mr. Desiderio L. Laperal	as Chairman
Ms. Vilma B. Villanueva	as Member
Dean Marciano G. Delson (Independent Director)	as Member

Audit Committee

Name of Officer	Position
Ms. Genelita G. Manandic (Independent Director)	as Chairman
Mr. Desiderio L. Laperal	as Member
Atty. Horacio M. Pascual	as Member

ITEM III

Designation of the Depository Bank of the Funds of Imperial Resources Incorporated and the Appointment of the Officers who shall Act as the Authorized Signatories for the Company

Chairman : The next order of business is the *Designation of the Depository Bank* of the funds of Imperial Resources Incorporated and the appointment of the officers who shall act as the authorized signatories for the Company. Do we have any motion?

Movant : Mr. Chairman, I move that any commercial or savings bank or branches thereof, duly established in the Philippines, be constituted as the depository of the funds of Imperial Resources Incorporated and that with respect to said funds, Mr. Desiderio L. Laperal or Mr. Oliverio L. Laperal, Jr. countersigned by Ms. Vilma B. Villanueva or Atty. Jesus Vicente B. Capellan be authorized and empowered to sign checks, money market instruments, treasury warrants, bills of exchange, deposit and withdrawal slips and other negotiable instruments for and in behalf of Imperial Resources Incorporated for deposit, placement and/or withdrawal from the funds of the Company.

Second : Mr. Chairman, I second the motion.

Chairman : Is there a comment or any suggestion or opposition?
There being none the motion is carried and approved. The following resolution is unanimously approved -

"RESOLVED, That any commercial or savings bank or branches thereof, duly established in the Philippines be, as they hereby are, named and constituted depository of the funds of Imperial Resources Incorporated;

"RESOLVED, FURTHER, That with respect to said funds, Mr. Desiderio L. Laperal or Mr. Oliverio L. Laperal, Jr. countersigned by Ms. Vilma B. Villanueva or Atty. Jesus Vicente B. Capellan be, as they hereby are, authorized and empowered to sign checks, money market instruments, treasury warrants, bills of exchange, deposit and withdrawal slips and other negotiable instruments for and in behalf of Imperial Resources Incorporated for deposit, placement and/or withdrawal from the funds of the Company."

ITEM IV Other Matters

Chairman : The next order of business is on *Other Matters*. The floor is now open for any question, inquiry, suggestion or clarification?
There being none, do I hear any motion?

ITEM V Adjournment

Movant : My Chairman, I move that the meeting be adjourned.

Second : I second the motion.

Chairman : Thank you, the meeting is hereby adjourned.
Congratulations!

(There being no other matters and business to transact, the meeting was

adjourned at 11:00 A.M.)

RESULTS OF 2024 ORGANIZATIONAL MEETING

EXECUTIVE OFFICERS

Nominee	Position	Abstain	Votes
Horacio M. Pascual	Chairman	None	7
Oliverio L. Laperal, Jr.	President/CEO	None	7
Desiderio L. Laperal	Vice-President/CFO/Treasurer	None	7
Vilma B. Villanueva	Comptroller/CAO/Asst. Treasurer	None	7
Atty. Jesus Vicente B. Capellan	Corporate Secretary/Compliance Officer	None	7

NOMINATION COMMITTEE

Nominee	Position	Abstain	Votes
Atty. Jesus Vicente B. Capellan	Chairman	None	7
Oliverio L. Laperal, Jr.	Member	None	7
Genelita G. Manandic (Independent Director)	Member	None	7

COMPENSATION AND REMUNERATION COMMITTEE

Nominee	Position	Abstain	Votes
Desiderio L. Laperal	Chairman	None	7
Vilma B. Villanueva	Member	None	7
Dean Marciano G. Delson (Independent Director)	Member	None	7

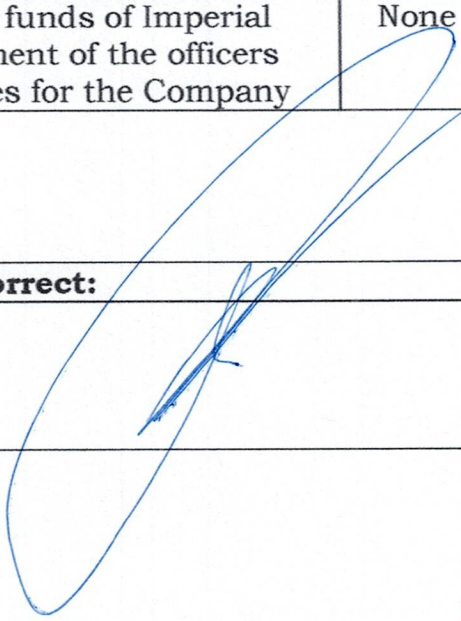
AUDIT COMMITTEE

Nominee	Position	Abstain	Votes
Genelita G. Manadic (Independent Director)	Chairman	None	7
Desiderio L. Laperal	Member	None	7
Atty. Horacio M. Pascual	Member	None	7

DEPOSITORY BANK

Submission for Approval	Abstain	Votes
Designation of the depository bank of the funds of Imperial Resources Incorporated and the appointment of the officers who shall act as the authorized signatories for the Company	None	7

Certified Correct:

JESUS VICENTE B. CAPELLAN Corporate Secretary	
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