

REVISED RULES AND REGULATIONS
for the
CONDUCT OF ELECTION OF THE
BJMPMBAI BOARD OF DIRECTORS
ON JULY 3, 2021

WHEREAS, the Board of Directors of the BJMPMBAI during its meeting last April 29, 2021 unanimously agreed to appoint the undersigned members of the Committee on Election;

WHEREAS, No appointed member of the Committee on Election shall be eligible as candidate for Board of Directors, during election in which they serve as member thereof pursuant to Section 5, Article XI of the BJMPMBAI Amended By-Laws;

WHEREAS, the Committee on Election shall have authority to promulgate rules and regulations, oversee the conduct of election and perform other functions which includes the proclamation of the fifteen (15) winning candidates as member of the Board of Directors pursuant to Section 6, Article XI of the BJMPMBAI Amended By-Laws;

WHEREAS, the elected member of the Board of Directors shall serve for a term of Three (3) years from the date of their qualification and until their successors shall have been duly elected and qualified pursuant to Section 1, Article XII of the BJMPMBAI amended by-laws;

WHEREAS, Section 52 of Republic Act No. 11232, or the Revised Corporation Code of the Philippines authorizes directors or trustees who cannot physically attend or vote at board meetings to participate and vote through remote communication;

WHEREAS, Section 49 of the Revised Corporation Code provides that written notice of regular meetings may be sent to all stockholders or members of record through electronic mail or such other manner as through the regular sending of notices under its By-Laws;

WHEREAS, Section 49 of the Revised Corporation Code, provides that the right to vote of stockholders or members may be exercised in person, through a proxy, or when so authorized in the bylaws, through remote communication or in absentia;

WHEREAS, Section 50 of the Revised Corporation Code provides that when attendance, participation, and voting are allowed by remote communication or in absentia, the requirements and procedures to be followed when a stockholder or member elects either option shall accompany each notice of meeting;

WHEREAS, Securities and Exchange Commission Memorandum Circular No. 6 Series of 2020 provides that 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;

WHEREAS, the Committee on Election, convened on May 26, 2021 to revisit / discuss the previous election rules and regulations;

WHEREFORE, the Committee on Election resolves as it hereby resolved to promulgate the hereto revised rules and regulations for the conduct of the election of the BJMPMBAI Board of Directors, to wit:

I. PRE-VOTING PERIOD:

1. The date of the Annual General Membership Meeting and election of the BJMPMBAI Board of Directors (BOD) shall be posted at the BJMP National Office, Regional Offices and Provincial Offices, BJMPMBAI website, and BJMPMBAI Facebook page 30 days before the meeting.

2. All members who cannot attend the election of the BJMPMBAI BOD may delegate his/her right to vote to another member through a Physical Proxy Form that is duly accomplished, subscribed and signed OR a Digital Proxy Form.

3. Physical Proxy Forms can be downloaded from the BJMPMBAI website or Facebook Account of BJMPMBAI for printing. The member will fill up, and sign the Physical Proxy Form and attach a copy of their BJMP ID.

Physical Proxy Forms can also be photo copied from the attachment in the Physical Notice posted at Regional / Provincial Offices.

4. Physical Proxy Forms, duly accomplished, must be SUBMITTED to AND RECEIVED by the Secretariat, Committee on Election on or before 5:00 o'clock in the afternoon of June 21, 2021 for validation. Validation shall be done by comparison of the signatures appearing on the proxy forms and the specimen signature of the member as appearing in the photocopy of his/her BJMP ID attached thereto and the records of the BJMPMBAI.

5. Digital Proxy Forms is to be accomplished electronically by filing it up **Google Forms to be provided at the BJMPMBAI website**. They are required to submit BJMP ID and signature by posting photos of their IDs and signatures in the Google forms. Alternatively, a member may download, fill up, and sign the proxy form found on BJMPMBAI website or Facebook Account of BJMPMBAI, and upload a scanned copy (in JPG format). The file size should not be larger than 2MB.

Deadline for submission of Digital Proxy Forms is at **5 P.M. on June 21, 2021** to give the BJMPMBAI time to review and validate the proxies received. **Validation shall be done by comparison of the signatures appearing on the submitted Digital Proxy Form and the specimen signature of the member as appearing in the electronically submitted BJMP ID**

A Physical or Digital Proxy Form without designated proxies or whose proxies are not members of BJMPMBAI shall be considered PROXY FORM WITHOUT DESIGNATED PROXIES. In case of PROXY FORM WITHOUT DESIGNATED PROXIES, the Chairman shall be deemed authorized to cast the vote pursuant to Paragraph 1(d) of SEC MC No. 4 series of 2004.

All PROXY FORMS NOT SUBMITTED to the Committee on Election, through the Secretariat, on or before the time and date aforesaid shall not be honoured and shall be deemed void for all purposes, unless for exceptional circumstances the Committee on Election allows such late submission.

A member who has executed a proxy, either electronically or submitting Physical Proxy Form, may revoke the same by informing the Election Committee through email at comelec_bjmpmbai@yahoo.com or Facebook accounts of the BJMPMBAI or through Election Committee members or Secretariat at any time prior to **5 P.M. on June 28, 2021**. A member may revoke its proxy only once.

6. Thereafter, the Secretariat shall make a report of the names of the Proxies and the number of proxy votes to which he/she is entitled / authorized to the Chairman, Committee on Election. The submitted proxy forms shall be kept by the Secretariat during the conduct of election. Thereafter, the same shall be turned over to the Secretary of the BOD.

The Secretariat shall be composed of the following:

| | |
|------------------------|----------------------------|
| Raymund P. Monje | - Head of the Secretariate |
| Ruby M. Ganob | - Member |
| Juan Paulo D. Gonzales | - Member |
| Roland B. Balboza | - Member |

II. REGISTRATION

1. Members will receive the invitation through a link provided in the Physical Notice posted at the BJMP National Office, Regional Offices and Provincial Offices for the Annual General Membership Meeting and Electronic Notice through Regional and Provincial Offices or through BJMPMBAI website www.bjmpmbai.com or Official Facebook page of BJMPMBAI.

2. Once the member has accessed the portal, the member will be asked to read the Data Privacy Agreement, End User Terms of Service, and Privacy Policy and confirm its agreement with all these and its consent to the processing of personal information before proceeding. The portal will include downloadable guides on how to join the meeting and cast votes *in absentia* or by proxy.

III. VOTING

1. After the Presiding Officer has turned-over the table to the Committee on Election, the Chairman, will open the table for nomination of candidates for membership in the Board of Directors.

2. All nominations must be seconded. Nominations not seconded will make the nomination invalid.

3. All candidates must be present physically or virtually via Zoom or any portal determined by the BJMPMBAI. The nominees must verbally signify his acceptance of his/her nomination and willingness to comply with all the obligations and qualifications mandated by law for a member of the Board of Directors. This includes but is not limited to attendance in a seminar on Corporate and/or Good Governance.

4. After the nomination had been closed, the election shall proceed by secret balloting. Qualified members who have successfully registered for the meeting may cast their votes on the matters for approval and participate in the election of BOD by voting *in absentia* or by proxy in accordance with the procedure set out below.

Physical Voting

1. The members who will be voting shall already be given their ballots upon their registration at the Registration Desk, which may be prior to the time when the Chairperson, BOD calls to order the General Assembly or at any time before the start of the actual election of the Board of Directors. It shall be the responsibility of the Secretariat to validate the voter/registrant's membership/identity vis a vis the prepared List of Voters. The Secretariat shall also place the corresponding serial number to the ballot of the voting member and shall require him/her to affix his/her signature in the List of Voters.

2. At the time of the actual voting, the voter shall then fill up his/her ballot after which it shall be thumb marked in front of the election officer. The perforated portion of the ballot shall be detached and it together with the folded ballot shall be dropped in the ballot box with the number corresponding to the number as shown in the upper left portion of his/her ballot.

Voting In Absentia (Electronic Voting)

1. A member may vote for the matters set out in the agenda through a Google Form voting platform at **6:00 until 9:00 in the morning** on **July 3, 2021**, after which, the voting platform will be disabled. This platform may be reached by clicking on the link to the annual members' meeting portal in the Electronic Invite or copying the link in the **BJMPMBAI website**.

2. Once the member finishes voting, he can proceed to submit the electronic ballot by **filling out the** Google Forms and clicking the "Submit" button. After the ballot has been submitted, the shareholder may no longer change the votes cast. This completes his voting *in absentia* (electronic voting) and the member may now logout of the portal by clicking the "Logout" button.

3. A system-generated email confirmation will be sent to the member once the vote has been recorded and validated.

Physical Voting by Proxy Voters

1. There shall be a prepared proxy ballot for all proxies whose names with the corresponding number of proxy votes were published in accordance with paragraph 1-6 above.

2. After the proxy voter has presented himself/herself to the Election Officer, the latter shall validate his/her identity vis a vis the prepared List of Proxies. Thereafter, the election officer shall place the corresponding serial number to the ballot of the proxy voter, after which such ballot shall be given to him/her. Before the proxy fills up his/her ballot, the election officer shall require him/her to affix his/her signature in the List of Proxies.

3. Proxies are entitled only to such number of votes as determined by the Secretariat, Committee on Election. No cumulative voting for one (1) candidate shall be allowed.

4. The voter shall then fill up his/her ballot after which it shall be thumb marked in front of the election officer. The perforated portion of the ballot shall be detached and it, together with the folded ballot shall be dropped in the corresponding compartment of the ballot box.

Voting in Absentia by Proxy Voters

1. Proxies shall be identified and be provided with a prepared Digital Proxy Ballot using Google Form voting platform.

2. Once the proxy finishes voting, he can proceed to submit the electronic ballot by **filling out the** Google Forms and clicking the "Submit" button. After the ballot has been submitted, the shareholder may no longer change the votes cast. This completes his voting *in absentia* (electronic voting) and the member may now logout of the portal by clicking the "Logout" button.

3. A system-generated email confirmation will be sent to the member once the vote has been recorded and validated.

Proxies who are not able to attend physically or via Zoom or any portal determined by the BJMPMBAI shall be ABSENTEE PROXY. Hence, the proxy forms designating them as proxies shall be considered PROXY FORM WITHOUT DESIGNATED PROXIES. In case of ABSENTEE PROXY, the Chairman shall be deemed authorized to cast the vote pursuant to SEC MC No. 4 series of 2004.

Validation of Votes

1. Votes received through electronic voting, together with votes cast through proxies, shall be tabulated by the Election Committee. All votes cast shall be subject to validation by the Election Committee, BJMPMBAI.

2. The results of the voting shall be reported during the meeting. The BJMPMBAI will ensure the confidentiality of all votes, whether cast *in absentia* or by proxy.

3. After all the votes had been cast, the Chairman shall exercise his voting rights under Section 3, Article XI of the Amended By-Laws of the Association.

4. After the voting, the Committee on Election shall count and tally the number of votes for each candidate.

5. After all the votes had been counted and tallied, the Chairman, Committee on Election shall declare the candidates who obtained the fifteen (15) highest number of votes as winning candidates.

IV. AFTER THE ELECTIONS:

The Chairman, Committee on Election, shall swear to office the winning candidates on the time and date as specified by the majority of the newly elected members of the Board of Directors.

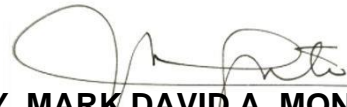
Done this 2nd day of June 2021 via video conferencing.



ATTY. ROY P. VALENZUELA
Chairman
Committee on Elections



ATTY. MA. RAMELISA DIAL-QUIGAO
Member



ATTY. MARK DAVID A. MONTES
Member