

GUIDELINES FOR THE SEPTEMBER 27, 2020 STOCKHOLDERS MEETING

The 2020 Annual Stockholders' Meeting (ASM) of VALLEY GOLF & COUNTRY CLUB, INC. (or "Club") is scheduled on September 27, 2020 at 4:00 PM (Manila Time).

As part of the Club's initiative to continuously promote shareholder rights while closely monitoring the public health impact of the coronavirus outbreak (COVID-19) in the country and adhering to all pertinent directives and advisories from the government, its various agencies and health authorities, especially in relation to the general community quarantine, we are pleased to inform our stockholders that VALLEY GOLF & COUNTRY CLUB, INC. will be conducting its 2020 Annual Stockholders' Meeting (ASM) via remote communication as authorized and provided for in SEC Memorandum Circular No. 6, series of 2020. The Board of Directors of the Club has approved a resolution authorizing the stockholders to participate in the 2020 ASM via remote communication and exercise their right to vote in absentia from the safety and comfort of their own homes.

1. GENERAL GUIDELINES:

- 1.1.** The Notice of the Stockholders' Meeting and attachments (Minutes of the 2019 Stockholders' Meeting, Summary of Board Resolutions, Rules for the Election of Directors, List of Candidates, Annual Report and Calendar) will be sent to all Stockholders on record as of Aug. 1, 2020 thru email. The Notice and the attached documents shall likewise be posted on the front page of the Club website and can be accessed by any proprietary member by logging in to our website using his/her account number and password.

NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. will be conducted virtually via Live Streaming on September 27, 2020 at 4:00P.M. as provided for in SEC Memorandum Circular No. 6, series of 2020.

Because of the present pandemic situation, stockholders may only attend the meeting by remote communication through an online live broadcast and exercise their right to vote in absentia through the Club's secure online voting system or by appointing a proxy. Stockholders intending to participate by remote communication and exercise the right to vote in absentia should

notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Elections for Members of the Board shall likewise be held on Sept 23 (8:00 a.m.) up to Sept. 24, 2020 (5:00 p.m.) for members Voting in Person online and September 25, 2020 (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

AGENDA

- a) Call to Order
- b) Corporate Secretary's Certification of Service of Notice and Quorum
- c) Approval of the Minutes of the Annual Meeting of Stockholders held on September 22, 2019
- d) Matters arising from the Minutes and action taken.
- e) Financial Report of the Treasurer
- f) President's Report
- g) Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2019 to June 30, 2020)
- h) Appointment of External Auditor
- i) Election of Directors
- j) Amendment of Article III, Section 1 of the By-laws authorizing the Annual meetings to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication
- k) Amendment of No. Sixth of Articles of Incorporation and Article IV, Section 1 of the By-Laws increasing the number of Directors from 9 to 11 to be composed of nine (9) regular Directors and two (2) Independent Directors and providing for their term of office.
- l) Other Matters
- m) Adjournment

- 1.2.** There will be audio and video recordings of the meeting.
- 1.3.** Stockholders intending to participate by remote communication and exercise the right to vote in absentia should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.
- 1.4.** Each Stockholder will be given a One Time Password (OTP) sent thru email. in case he intends to participate by remote communication and exercise his right to vote in absentia
- 1.5.** All information and documents submitted online shall be subject to verification and validation by the Office of Membership and Internal Audit.

- 1.6. After verification and validation, an e-mail confirmation will be sent by Club.
- 1.7. A notification for the opening of online voting system shall be sent to the stockholders.
- 1.8. The procedures for online voting in absentia, and participation in the meeting through remote communication can be accessed through the Club's website, www.valleygolf.com.ph .
- 1.9. Stockholders who have the issued OTP can vote in absentia and access the online livestreaming of the annual stockholders' meeting. You will not be able to vote through the Online Voting System/ Portal if you do not have the OTP
- 1.10. Stockholders intending to participate by appointing a proxy should submit their proxy forms online not later than 5:00 p.m. on September 20, 2020
- 1.11. Stockholders who have no email address may submit their proxy (hard copies) at the Registration area.
- 1.12. Only Stockholders who have submitted the information and registration requirements, completed the online registration process, received confirmation of their registration and received the OTP can vote and participate in the meeting through remote communication or vote in absentia.
- 1.13. To protect your privacy, personal data and information, identity, and rights as a stockholder, the Club **highly discourages** the use of an email address that does not belong to you. Please remember that your log-in credentials to the Online Voting System/Portal and live stream invitation, as well as official communications from the Club will be sent to this email address hence, we advise that you use your own active personal email address.

The Club likewise discourages the use of the following:

- Inactive email addresses
- Email addresses of family members
- Work emails
- Compromised emails or emails with two or more people having access

2. CONDUCT OF THE STOCKHOLDERS' MEETING

- 2.1. The virtual Stockholders' Meeting will either be via zoom or live streaming.

Livestream - Zoom Webinar

- 2.1.1. Please go to <https://zoom.us/test> and click "Join".
 - 2.1.2. You will be given the option to "download and run Zoom" (if not yet installed previously, especially for mobile devices) or to "join from your browser" (recommended for desktop/laptop users).
 - 2.1.3. To join the webinar, click the link that the host provided or the one you received in the confirmation page after you registered. If the host sent a registration confirmation email, the link can also be found there.
- 2.2. Stockholders of record who have OTP will be provided a direct link to the live stream broadcast of the 2020 Annual Stockholders Meeting (ASM).

- 2.3. Stockholders are advised to ensure a stable internet connection during online registration, voting, and viewing of the live stream broadcast of the 2020 Annual Stockholders Meeting (ASM).
- 2.4. Items in the Agenda together with the questions, suggestions or comments sent through email by any stockholder including the results of the voting on every item in the Agenda will be presented sequentially during the meeting
- 2.5. A recording of the full meeting will be available in the main page of the Club website. Simply click on the WATCH icon.
- 2.6. The invitation link is unique to the Stockholder and only one person may watch the live stream broadcast through that link.
- 2.7. Only the items in the Agenda and the results of the election will be taken up in the virtual meeting.
- 2.8. Only the Board of Directors and members of the Committee on Election (Comelec) (and administrative support staff) will be present in the virtual meeting.
- 2.9. Audio and video recordings of the 2020 ASM livestream broadcast will be adequately maintained by the Club and will be made available in the Club's website after the event.
- 2.10. Stockholders may submit questions and comments including objections, if any, on any matter in the Agenda, on or before 5:00 p.m. on September 20, 2020 which will be posted with the corresponding replies thereto during the live stream of the 2020 Annual Stockholders Meeting (ASM).
- 2.11. Any questions or comments submitted and received after the deadline shall be answered directly by Management thru email to the stockholder concerned. Additional questions or comments may be sent to officeofthepresident@valleygolf.com.ph
- 2.12. Mechanism for information dissemination – The website will include a portion for “Frequently asked questions”. Stockholders are advised to visit the Frequently Asked Questions (FAQ) page prior to sending inquiries.

3. PROXIES AND SPECIAL POWER OF ATTORNEY (SPA)

3.1. Both Online and Hard Copies of SPA and Proxies will be allowed.

- 3.1.1. Stockholders may request for the SPA form or Pre-numbered Proxy form online in the Valley Golf Website.
- 3.1.2. After receipt of the request, the SPA or Proxy forms will be sent thru registered email to the requesting Stockholder.
- 3.1.3. The Stockholder may likewise download the above forms and then print, sign, scan and submit the signed and notarized SPA or the signed Proxy thru email. To ensure the integrity of the document, each stockholder must use his/her registered email address to send in the SPA and Proxy online otherwise, the SPA or Proxy will not be accepted and considered not submitted.
- 3.1.4. Stockholders who will send their SPAs and proxies online are required to keep the original copies in their files for at least three (3) months and submit the same to the Club upon the latter's request.

- 3.2.** Stockholders with limited technical support may likewise request hard copies of the SPA or Pre-numbered Proxy forms at the Registration. After the forms are properly accomplished (and the SPA notarized), the same may be submitted at the registration or thru courier.
- 3.3.** Candidates and other Stockholders may submit signed and notarized SPA's and get the corresponding Proxies at the Registration.
- 3.4.** If both hard and PDF copies of the notarized SPA or signed Proxy in favor of different persons were submitted by the same stockholder, the latest in date of notarization(for SPA) or date of execution of Proxy will take precedent. In case of several SPA's bearing the same date of notarization the SPA officially received last by the Comelec Secretariat shall be the one to be recognized.
- 3.5.** In case of loss or destruction of the numbered proxy form, the stockholder concerned may request for a Duplicate/New Proxy form. The stockholder must submit a written Request for Replacement Form citing the reason for the request.
- 3.6.** A stockholder desiring to cancel a proxy form previously issued shall follow the same procedure for lost or destroyed proxy forms. He must personally notify the Comelec of his intention to cancel the same on or before the deadline for filing of proxies. Upon verification, the Comelec shall invalidate the cancelled proxy form, strike off its serial number from the master list, and issue a new serially numbered proxy form to the stockholder, who must claim it personally.
- 3.7.** In case of a corporate stockholder, the person appearing before the Committee should be equipped with a duly notarized Secretary's Certificate showing that he is authorized to cause the cancellation of the subject proxy form.
- 3.8.** Once a Duplicate/New Proxy Form has been issued, the Original Proxy form shall be automatically canceled and can no longer be used even if subsequently found.
- 3.9.** All SPA and Proxies sent thru email or submitted at the registration or via courier will be consolidated by Admin and subject to Internal Audit Procedure.

4. ONLINE VOTING PROCEDURE

- 4.1.** The Annual Stockholders Meeting (ASM) webcast uses an entirely different secure system. For cyber security purposes, the Online Voting System/Portal also uses a separate, secure system or platform.
- 4.2.** An electronic absentee ballot will be available upon login of all registered Stockholders in the front page portion of the website dedicated for the Stockholders Meeting. OTP is required for login in the voting system. The Stockholder will receive his/her OTP thru the registered email while

Proxyholders will be sent a separate OTP for voting thru Proxy. All agenda items in the Notice of the Stockholders' Meeting may be voted upon as follows:

4.2.1. For all items in the Agenda except the Election of Directors, the Stockholder/Proxyholder will click any of the following:

STEP 1: Click the link in the email sent to you containing your log-in credentials to access the ONLINE VOTING PORTAL. Alternatively, you may also click on the VOTE icon in the microsite.

STEP 2: Enter the log-in credentials provided and click LOGIN.

STEP 3: Vote on each agenda item. A brief description of each item for stockholder's approval is appended to the NOTICE OF MEETING.

Vote **"Yes"**, **"No"**, or **"Abstain"** on each agenda item for approval.

4.2.2. Voting for the Election of Directors

4.2.2.1. Electronic Ballot for the Stockholder – the registered Stockholder shall indicate the number of votes for each candidate by following the step by step procedure on the ballot. The number of votes shall not exceed the number of shares owned by the stockholder multiplied by three (3).

4.2.2.2. Electronic Ballot for the Proxyholder – the registered Proxyholder shall indicate the number of votes for each candidate by following the step by step procedure on the ballot. The number of votes shall not exceed the number of valid proxies multiplied by three (3).

4.2.2.3. For election of directors, vote for three nominees, withhold vote for any of the nominees, or vote for certain nominees only

Note: The stockholder may vote such number of shares for as many persons as there are directors to be elected or cumulate such said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of shares owned, or distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the

stockholder multiplied by three (3). The three candidates with the most number of votes shall be declared elected.

STEP 4: Once you have reached the last of the agenda items and have made your votes, click on the **CONFIRM AND SUBMIT** button.

STEP 5: You will then be presented with a summary where you can review the votes you have casted. If you are satisfied, once again click the **CONFIRM AND SUBMIT** button. Once confirmed, the Stockholder/Proxyholder will no longer be allowed to make any changes in his ballot. You will also receive an email confirming that your votes have been submitted to the Club.

Note: a stockholder attending and participating in the ASM in multiple capacities must go through the voting process for each capacity. Stockholders must exert all effort in ensuring that their votes are proper prior to submitting the same.

STEP 6: The Stockholder/Proxyholder will logout from the system.

Note: A stockholder who personally casts his vote or votes through an attorney-in-fact or proxy online shall be considered present for purposes of determining quorum even if he or his attorney-in-fact or proxy does not join the webinar during the virtual stockholders' meeting itself.

- 4.3.** Stockholders who have not executed a valid SPA or issued a proxy (or have decided to disregard the same) and wish to vote online will be counted for quorum purposes thru the authorization that will be confirmed before access is allowed in the voting system.
- 4.4.** An independent third party entity will count and tabulate the votes cast in absentia through the Voting System/Portal.
- 4.5.** The Comelec shall validate the voting results and report the same to the Board during the Meeting.

4.6. Schedule of Voting

September 23-24, 2020
(Wednesday – Thursday)

Voting in Person online from Sept 23 (8:00 a.m.)
up to Sept. 24, 2020 (5:00 p.m.)

September 25, 2020
(Friday)

Voting by Proxyholder and Attorney-in-fact
online from 8:00 a.m. to 5:00 pm

Voting for stockholders may only be done through the Online Voting System/Portal and not during the live stream broadcast.

5. OTHER MATTERS TO ADDRESS ADMINISTRATIVE, TECHNICAL AND LOGISTICAL ISSUES.

- 5.1.** The Club is not responsible for the reliability, stability, or the speed of the hardware and software of the computer or device being used by the stockholder, nor shall the Club be responsible for the connection, speed, and stability of the internet connection of the computer or device of the stockholder when using the Online Voting System, and Livestream Broadcast of the 2020 Annual Stockholders Meeting (ASM).
- 5.2.** The Club has taken all necessary steps and precautions within its power to ensure the security of the Online Voting System and Livestream Broadcast. This notwithstanding, should the Club detect any unauthorized third-party access, intrusion, interference, and/or interruption with said systems, which in the sole determination of the Club poses a risk of disclosure of personal and private data or may result in a breach of data privacy laws and regulations, the Club reserves the right to immediately disable any of the systems without prior notice.