

GUIDELINES FOR THE JUNE 27 2026 SPECIAL STOCKHOLDERS MEETING

The 2026 Special Stockholders' Meeting (SSM) of VALLEY GOLF & COUNTRY CLUB, INC. (or "Club") is scheduled on June 27, 2026 at 3:00 PM (Manila Time).

We are pleased to inform our stockholders that VALLEY GOLF & COUNTRY CLUB, INC. will be conducting its 2026 Special Stockholders' Meeting (SSM) in person and/or via hybrid/ 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 2026 SSM in person and/or via hybrid 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, Agenda, and all relevant attachments will be sent via email to all stockholders of record on May 15, 2026. These documents will also be posted on the club's website homepage and can be accessed by proprietary members by logging into the election portal using their credentials.

NOTICE AND AGENDA OF SPECIAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. for Approval of the Amendments to the Articles of Incorporation and the By-Laws will be held on June 27, 2026 at 3:00 P.M. as provided for in the Minutes of the Meeting dated March 21, 2026 and special meeting held on April 27, 2026, wherein the Board of Directors approved the conduct of the special meeting in hybrid format (i.e. a combination of in-person and remote attendance).

Bonafide VGCCI stockholders of record can vote in absentia either through the Club's secure online voting facility or by appointing a proxy. The in-person meeting will be held at the North Clubhouse, Valley Golf & Country Club, Don Celso Tuason Ave., Antipolo City and will be live streamed through online broadcast.

Stockholders who wish to participate in the meeting, whether in-person or remotely, must register at the VGCCI 2026 election website <www.valleygolfelection.com> and email supporting documents listed therein to admin@valleygolf.com.ph on or before June 20, 2026. All documents submitted will be subject to verification and validation by the Corporate Secretary. Stockholders who wish to attend in-person must register through

email to the Corporate Secretary at admin@valleygolf.com.ph for his or her in-person attendance to be counted. Kindly note that in-person attendance will be limited to the first one hundred (100) Stockholders who registered via email as set forth above.

Stockholders intending to exercise the right to vote in absentia should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submitting a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Special election for Approval of the Amendments to the Articles of Incorporation and the By-Laws shall be held on June 23, 8:00am to June 24, 2026, 5:00 PM for members Voting in Person online and June 25, 2026 for Voting (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

AGENDA

1. Call to Order
2. Corporate Secretary's Certification of Service of Notice and Quorum
3. Amendments of Articles of Incorporation
4. Amendments of By-Laws
5. Adjournment

WHO ARE QUALIFIED TO VOTE

The Board of Directors has fixed May 1, 2026 as the record date for the determination of the stockholders who are entitled to vote at said Special Meeting. "Only stockholders in good standing shall have the right to vote and be voted upon x x x." (Article III, Sec. 8, Amended By- Laws). The stock and transfer book of the corporation will not be closed.

Only stockholders in good standing as of May 1, 2026 and not appearing in the Club's delinquent list as posted on June 1, 2026 shall be qualified to vote.

For voting purposes, each share of stock shall be entitled to one (1) vote.

A stockholder may appoint a proxy to represent him or her during the Special Stockholders' Meeting, subject to the Guidelines for the June 27, 2026 Special Stockholders Meeting as shown in Enclosure No. 3. The number of stockholders who voted online from June 23, 2026, 8:00 a.m. to June 24, 2026, 5:00 p.m. and stockholders who registered their attendance onsite on June 27, 2026 plus the number of proxies submitted on or before 5:00 P.M. of June 20, 2026 shall be the basis for determining the quorum.

Deadline for filing of proxy forms is 5:00 P.M. of June 20, 2026. Proxy forms shall be validated as these are received by the Club, provided that the proxy forms are submitted to the Club on or before 5:00 P.M. of June 20, 2026. The COMELEC verification of proxy forms submitted will take place on June 23, 2026.

SCHEDULE OF VOTING, CANVASSING & ANNOUNCEMENT OF RESULT

June 23 - 24, 2026 Tuesday to Wednesday	Stockholders' online voting from 23 June 2026 8:00 to 24 June 2026 at 5:00 pm.
June 25, 2026 Thursday	Voting by Proxyholders online from 8:00 a.m. to 5:00 p.m.

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

Data Privacy and System Integrity

The in-house developed system ensures the integrity and confidentiality of the election process through the following measures:

- All personal and voting data processed through the Voting System/Portal are handled in strict accordance with the Data Privacy Act of 2012 to ensure the confidentiality of every stockholder.
- Access to the portal is restricted to authorized stockholders only, and every system interaction—by both users and internal modules—is captured in an encrypted, non-alterable audit log.
- The system utilizes secure protocols to ensure that all votes cast in absentia are encrypted during transmission and remain protected within the database.
- To maintain transparency and security, the COMELEC and independent auditor will conduct a formal verification of the tabulated results on June 26, 2026.
- The in-house platform is subject to regular security monitoring to prevent unauthorized access and to safeguard the accuracy of the final count before the official announcement on June 27, 2026.

2. CONDUCT OF THE STOCKHOLDERS' MEETING

The 2026 Special Stockholders' Meeting (SSM) will be conducted under a hybrid setup. Stockholders may attend the meeting in person at the club or

participate remotely via www.valleygolfelection.com. In-person attendance is strictly limited to the first one hundred (100) stockholders who register.

All stockholders must register their email address to our membership office on or before June 24, 2026.

Supporting documents must be emailed to membership@valleygolf.com.ph to complete the registration process. The email address used to send these documents will be treated as the stockholder's official email of record. All submitted documents are subject to verification and validation by the Corporate Secretary.

Documentary Requirements

For individual stockholder:

- Individual stockholders must submit a valid government-issued ID in JPG format.
- A valid and active personal contact number

For corporations:

- Corporations must provide a scanned Board Resolution and/or Secretary's Certificate and/or authorization authorizing their representative to vote.
- Corporate representatives must also submit a valid government-issued ID and their contact details.
- A valid and active contact number of the representative

2.1 Authentication Process

- a. Stockholders must use their registered email address to log in to the portal. A one-time passcode (OTP) will be sent to the registered email address for account verification. After entering the OTP, stockholders will be redirected to the voting portal. Participants are required to agree to the Privacy Notice and consent to the processing of their data. Remote participants should download the Zoom Workplace app prior to the meeting. A stable internet connection is highly recommended for registration, voting, and viewing the livestream.
- b. Stockholders of record who have completed the OTP verification will be provided a direct link to the livestream broadcast of the 2026 Special Stockholders' Meeting (SSM).
- c. Stockholders are advised to ensure a stable internet connection during online registration, voting, and the viewing of the 2026 SSM livestream.

- d. Items in the Agenda, along with questions, suggestions, or comments submitted via email, will be presented sequentially during the meeting alongside the voting results for each item.
- e. The main page of the Club's website will provide a direct link to the full recording of the meeting.
- f. Only the specific items listed in the Agenda and the official election results will be taken up during the meeting.
- g. The Board of Directors, members of the Committee on Election (COMELEC), stockholders, and administrative support staff will be present for this hybrid meeting.
- h. A link to the audio and video recordings of the 2026 SSM livestream will be made available on the Club's website following the event.
- i. Stockholders may submit questions, comments, or objections regarding any Agenda item until 5:00 p.m. on June 05, 2026.
- j. Valid submissions will be posted with their corresponding replies during the livestream of the 2026 SSM.
- k. Any questions or comments received after the deadline will be answered directly by Management via email to the concerned stockholder. Additional inquiries may be directed to officeofthepresident@valleygolf.com.
- l. An open forum will be held for all on-site attendees for a total of 20 minutes.
- m. Information will be disseminated via the Club website, which includes a dedicated section for "Frequently Asked Questions." Stockholders are highly encouraged to visit the FAQ page prior to sending specific inquiries.

2.2 PROXIES

- a. Stockholders may request for the Proxy form. A stockholders can request forms from the office of the Human Resource Department.
- b. The member may choose to execute a proxy form in favor of another member to exercise his right to vote.
- c. In compliance with SRC Rule 20.11.2.8 and Rule 20.11.2.2, all accomplished proxy forms must be submitted on or before June 20, 2026, 5:00 PM. Proxy validation shall be completed on or before June 23, 2026. Late submissions shall not be recognized. Only validated proxies shall be counted for quorum and voting purposes.
- d. After the proxy forms are properly accomplished, the same may be submitted at the Human Resource Department.
- e. If the proxy form is submitted with 2 or more named proxies, it will be invalid for voting and considered for quorum purposes only. If the proxy form is corrected before submission, then it is valid. If a Stockholder signs

2 or more proxy forms in favor of 2 different persons and the 2 proxies submit both proxy forms signed by the same stockholder, the proxy form with the later signing date will be considered. This is without prejudice to the right of the stockholder to exercise his/her right to vote online either remote or in person.

- f. In case of loss or destruction of the proxy form, the stockholder concerned may request for a Proxy form.
- g. 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.
- h. Once a Proxy Form has been issued, the Original Proxy form shall be automatically canceled and can no longer be used even if subsequently found.
- i. All Proxy forms submitted before the Human Resource Dept. will be subject to Internal Audit Procedure.

3. ONLINE VOTING PROCEDURE

3.1 The Special Stockholders Meeting uses an entirely different secure system. For cyber security purposes, the Online Voting System/Portal also uses a separate, secure system or platform.

3.2 An electronic absentee ballot will be available upon login of all registered Stockholders in the front-page portion of the website dedicated for the Special Stockholders Meeting. OTP is required for login in the voting system. The Stockholder will receive his/her OTP through the registered email, while Proxyholders will be sent a separate OTP for voting through Proxy. All agenda items in the Notice of the Special Stockholders' Meeting may be voted upon as follows:

3.3 For all items in the Agenda, the Stockholder/Proxy holder will click any of the following:

Step 1: Access the Portal (www.valleygolfelection.com). Open the Online Voting Portal by clicking the link provided in your email. You may also access the portal by clicking the VOTE icon on the official event microsite.

Step 2: Log In. Enter your unique login credentials and click LOGIN.

Step 3: Cast Your Votes. Select your desired vote for each item.

Step 4: Review your votes, click SUBMIT. You will be directed to a summary page to review your choices.

Step 5: Final Submission, if satisfied with your selections, SUBMIT once more.

- Once submitted, you cannot modify your ballot.
- You will receive an automated email confirming that your votes have been successfully recorded by the Club.

Step 6: Log Out. Exit the system by selecting the LOGOUT button.

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

3.4 Stockholders who have not 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.

3.5 An in-house developed system will count and tabulate the votes cast in absentia through the Voting System/Portal.

3.6 The Comelec shall validate the voting results and report the same to the Stockholders during the Special Stockholders' Meeting.

4. SCHEDULE OF VOTING

June 23 - 24, 2026
Tuesday to Wednesday

Stockholders' online voting from 23 June 2026 8:00 to 24 June 2026 at 5:00 pm.

June 25, 2026
Thursday

Voting by Proxyholders online from 8:00 a.m. to 5:00 p.m.

Voting by the stockholders can only be done exclusively through the Online Voting System/Portal stated above and not during the live stream broadcast on June 27, 2026.

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

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 2026 Special Stockholders Meeting (SSM).

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.



Atty. Allan Jocson
Corporate Secretary