



NOTICE AND AGENDA OF SPECIAL MEETING OF STOCKHOLDERS

TO: ALL STOCKHOLDERS
VALLEY GOLF & COUNTRY CLUB, INC.

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 23, 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 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.

RULES OF THE 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 stockholders:



- 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

Login Process

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.

Stockholders of record who have completed the OTP verification will be provided with a direct link to the livestream broadcast of the 2026 Special Stockholders' Meeting (SSM).

Stockholders are advised to ensure a stable internet connection during online registration, voting, and the viewing of the 2026 SSM livestream.

Items on 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.

The main page of the Club's website will provide a direct link to the full recording of the meeting.

Only the specific items listed in the agenda and the official election results will be taken up during the meeting.

The Board of Directors, members of the Committee on Election (COMELEC), stockholders, and administrative support staff will be present for this hybrid meeting.

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.



Stockholders may submit questions, comments, or objections regarding any Agenda item until 5:00 p.m. on June 26, 2026.

Valid submissions will be posted with their corresponding replies during the livestream of the 2026 SSM.

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.ph.

An open forum will be held for all on-site attendees for a total of 20 minutes.

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.



ATTY. ALLAN JOCSON
Corporate Secretary

Enclosures:

- 1) Amended Articles of Incorporation;*
- 2) Amended By-Laws*
- 3) Guidelines for June 27, 2026 Special Stockholders Meeting*