ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
19 JULY 2025

1. Board Resolution No. 2025-07-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on July 19, 2025.

2. Board Resolution No. 2025-07-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on June 21, 2025, as amended, and the Minutes of the Special Board Meeting held on June 28, 2025.

3. Board Resolution No. 2025-07-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the conduct of the 2025 Annual Stockholders' Meeting in a hybrid format combining in-person attendance and remote communication.

4. Board Resolution No. 2025-07-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the inclusion of the proposed amendment to the Articles of Incorporation in the agenda for the 2025 Annual Stockholders' Meeting.

5. Board Resolution No. 2025-07-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Proxy Form for the proposed amendment to the Articles of Incorporation.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Proxy Form for the Election of the Board of Directors.

6. Board Resolution No. 2025-07-06
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the removal of Item 1.3(a) from the Nomination Committee Charter.

1.3 DISQUALIFICATIONS

a. Any Director who is running for reelection shall be disqualified from being a member of the Nominations Committee.

7. Board Resolution No. 2025-07-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approves, as it hereby approves, the amendment of the deadline for submission of nominations from July 28, 2025 to July 26, 2025.

8. Board Resolution No. 2025-07-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approves, as it hereby approves, the revised circular announcing the list of candidates and nominees for election.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the tentative schedule of interviews of nominees on July 29–30, 2025.

9. Board Resolution No. 2025-07-09

RESOLVED, that Valley Golf & Country Club, Inc. (the "Corporation") be authorized to sell its motor vehicle, Toyota Raize 1.2 G DCVT, to Mr. Emilio R. Tuason;

RESOLVED FURTHER, that the said motor vehicle shall be sold at a price not less than Nine Hundred Twenty-Six Thousand Pesos (₱926,000.00); and

RESOLVED FINALLY, that the Corporation's President, Mr. Constantine L. Kohchet-Chua, be authorized to negotiate the terms and conditions of the aforesaid sale and to sign and execute the Deed of Sale, as well as deliver any and all documents necessary and proper for the completion of such sale.

10. Board Resolution No. 2025-07-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Solaire's request to conduct its golf tournament events at the Club on the proposed dates.

- November 28–30, 2025 – 18 flights, shotgun start, 6:00 a.m. to 3:00 p.m.
- December 26–28, 2025 – 18 flights, shotgun start, 6:00 a.m. to 3:00 p.m.

11. Board Resolution No. 2025-07-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, September 9, 2025 as the date for the auction of shares.

12. Board Resolution No. 2025-07-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the suspension of Mr. Jose "Bong" R. Vilchez, Jr. for a period of three (3) months.

13. Board Resolution No. 2025-07-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the cancellation of the Barkadahan Tournament scheduled for July 20, 2025.

14. Board Resolution No. 2025-07-14

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the increase in credit limits for Corporate Representatives and Playing Guests.

- Corporate Representatives: from ₱10,000 to ₱30,000
- Playing Guests: from ₱10,000 to ₱20,000

15. Board Resolution No. 2025-07-15

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Terms of Reference for the procurement of a new Membership Management System.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authority of the Membership Committee to meet with and evaluate another prospective supplier for the Membership Management System.

16. Board Resolution No. 2025-07-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three Proprietary Members, one Corporate Representative, four Playing Rights Memberships, and one Lifetime Membership for Eulogio B. Nakpil, Jr.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights Memberships for September 2025 subject to payment of the prescribed renewal fee.

17. Board Resolution No. 2025-07-17

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the regularization of Engr. Joanna Marie Maceda as Assistant Engineer effective July 15, 2025.

18. Board Resolution No. 2025-07-18

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of Corporation approve, as it hereby approves, the allocation of ₱1.7 million for the processing of required permits and certificates arising from the Annual Building Assessment.

19. Board Resolution No. 2025-07-19

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the expenditure for the rehabilitation of bare patch areas on the golf course.

20. Board Resolution No. 2025-07-20

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget of ₱328,293.40 for the rehabilitation of the grass nursery.

21. Board Resolution No. 2025-07-21

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget for the drainage improvement project at Hole No. 4 of the North Course.

22. Board Resolution No. 2025-07-22

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the charging of VAT on transfer fees to members.

23. Board Resolution No. 2025-07-23

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the new policy on cash advances.

24. Board Resolution No. 2025-07-24

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the release of up to ₱225,000.00 to supplement insurance proceeds and cover the remaining repair costs of damaged golf carts.

25. Board Resolution No. 2025-07-25
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of a plate-type QR code sticker system for golf cart parking management.

26. Board Resolution No. 2025-07-26
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the request of the Valley Ladies to hold the Casuy Cup at the South Course and the waiver of the corresponding green fee.

27. Board Resolution No. 2025-07-27
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of a tournament scoring fee of ₱100.00 per player.

28. Board Resolution No. 2025-07-28
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the use of Membership Identification Cards in lieu of passcards at the Driving Range and tee houses.

29. Board Resolution No. 2025-07-29
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the purchase of indoor LED displays for Club use, subject to confirmation of display clarity by the President.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
20 AUGUST 2025

1. Board Resolution No. 2025-08-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on August 20, 2025.

2. Board Resolution No. 2025-08-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on July 19, 2025.

3. Board Resolution No. 2025-08-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the allocation of Php 1,500,000.00 for additional clubhouse renovation works and Php 500,000.00 as a contingency fund.

4. Board Resolution No. 2025-08-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the denial of the appeal of Mr. Jesus Aquino seeking the reinstatement of his Lifetime Membership.

5. Board Resolution No. 2025-08-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposed amendments to the Membership Handbook.

- *Changing the term Corporate Representative to Assignee to avoid the impression that the Club issues corporate shares.*
- *Clarifying that a member may be sanctioned with a penalty similar to that imposed upon the dependent spouse or children.*
- *Updating the qualifications for Lifetime Membership, including requirements of known probity and/or unimpeachable reputation, limits on minor offenses, automatic disqualification for major offenses, and provisions for revocation in cases of By-Laws or rule violations, or if sued by the Club for acts detrimental to its interests.*
- *Stipulating that an expelled member shall be permanently disqualified from any*

membership and from entering the Club premises as a guest or visitor.

6. Board Resolution No. 2025-08-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of one (1) Proprietary Member, two (2) Corporate Representatives, four (4) Playing Rights Memberships, and one (1) Associate Membership.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of September 2025, subject to payment of the prescribed renewal fee.

7. Board Resolution No. 2025-08-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the refurbishment and renovation of the caddy area at the main bag drop.

8. Board Resolution No. 2025-08-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the adoption of the new Right-of-Way computation and rate structure.

BIR Zonal Value × 1% × Floor Area (sqm) × 10 years or the number of years indicated in the lease contract

The proposal seeks to adopt a new computation method based on the the following categories:

- Micro Small Scale: 25 sqm and below
- Small: 26–50 sqm
- Medium Scale: 51–99 sqm
- Large Scale: 100 sqm and above

Each category shall be further classified according to the number of storeys:
- Single Storey
- Two Storeys
- Three to Four Storeys
- Five Storeys and above

The corresponding standard ROW rate matrix for non-industry establishments is as follows:

Category	Floor Area (sqm)	Single Storey	2 Storeys	3–4 Storeys	5 Storeys & Above
Micro	0–25	0.25%	0.30%	0.35%	0.40%
Small	26–50	0.45%	0.50%	0.55%	0.60%
Medium	51–99	0.60%	0.65%	0.75%	0.85%
Large	100 and above	0.80%	0.90%	1.00%	1.20%

9. Board Resolution No. 2025-08-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the designation of Ms. Cecile Ignacio, HR Manager, and in her absence, Ms. Abigael B. Blanco, Finance and Accounting Manager, as authorized signatories for Pag-IBIG Fund transactions.

10. Board Resolution No. 2025-08-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the policy to remove cart slots of resigned and terminated members, subject to final review and refinement.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
13 SEPTEMBER 2025

1. Board Resolution No. 2025-09-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on September 13, 2025.

2. Board Resolution No. 2025-09-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on August 20, 2025, as amended.

3. Board Resolution No. 2025-09-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the ratification of the authorizations previously approved through Viber concerning corporate representations and authorizations.

The Board confirmed the approval of the following three authorizations:

1. *Authorization of Ms. Abigael B. Blanco, Controllers Division Head, or Abejo Rosario Tayag & Santos Law Offices (ART&S Law Offices) to act as Attorneys-in-Fact for the filing and handling of the complaint concerning the Corporation's real property covered by TCT No. 068-2014000463, situated in Cainta, Rizal.*

2. *Authorization of Lovely Joy Nuevas, Atty. Mildred A. Mendoza, and/or other ART&S lawyers/paralegals to secure certified true copies of the Transfer Certificate of Title (TCT), tax declarations, tax receipts, and other related documents from the Registry of Deeds, Treasurer's Office, and other relevant government agencies.*

3. *Authorization of Engr. Reyea Briones, Engineering Department Manager, to represent the Corporation in securing the necessary building and occupancy permits for the Swimming Pool, Motorpool, and Old Golf Cart Storage facilities.*

4. Board Resolution No. 2025-09-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of Abejo Rosario Tayag & Santos Law Offices and Roy Law Offices for the defense of Commercial Case No. 25-13384, subject to efforts to negotiate more favorable rates.

5. Board Resolution No. 2025-09-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the write-off of approximately Php 10,000,000.00 in untraceable deposits.

6. Board Resolution No. 2025-09-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hybrid acquisition mode consisting of cash and a three-year term loan for the BGC equipment acquisition.

7. Board Resolution No. 2025-09-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Financial and Budget Plan for Fiscal Year 2025-2026.

8. Board Resolution No. 2025-09-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the acceptance of the letter submitted by Ms. Sylvia Carlos-Carpio of YGMSC and the bidding out of manpower services within sixty (60) days.

9. Board Resolution No. 2025-09-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budget of Php 200,000.00 for the Annual Junior Golf Tournament.

10. Board Resolution No. 2025-09-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the budgets for the 2026 Club-sanctioned tournaments.

- *Regular Tournament: Php 600,000.00*
- *Junior Tournament: Php 200,000.00*
- *Senior Tournament: Php 600,000.00*
- *Ladies' Tournament: Php 300,000.00*

11. Board Resolution No. 2025-09-11
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the schedule of the Don Celso Tuason and Valley Founders Cup on February 11–15, 2026.

12. Board Resolution No. 2025-09-12
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the realignment of Php 177,000.00 excess Barkadahan tournament budget to the President's Cup budget.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the increase of the raffle budget for the President's Cup to Php 500,000.00.

13. Board Resolution No. 2025-09-13
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant of a total discount of Php 1,000.00 per entry for the FPASGI tournament.

14. Board Resolution No. 2025-09-14
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Playing Rights membership applications of Mr. Bernard Philip C. Claustro, Mr. Wren Willis Geoffrey S. Omengan, and Ms. Kate Joanna Marie Ortega.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for November 2025, subject to payment of the prescribed renewal fee.

15. Board Resolution No. 2025-09-15
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of an Interior Designer for the 2nd Floor Veranda design detailing.

16. Board Resolution No. 2025-09-16
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the extension of the Golf Kitchen contract for four (4) years from January 1, 2027 to December 31, 2030, subject to performance review.

17. Board Resolution No. 2025-09-17
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the painting works for the Golf Cart Parking Building in the amount of Php 396,000.00.

18. Board Resolution No. 2025-09-18
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hiring of staff to collect the Road User Fee, subject to the review and rotation plan.

19. Board Resolution No. 2025-09-19
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the proposal to shift the authority for the sale of Club property to a Shareholder-level majority.

20. Board Resolution No. 2025-09-20
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the salary adjustment of Engr. Joanna Marie Maceda from Php 20,000.00 to Php 26,000.00 effective September 15, 2025.

21. Board Resolution No. 2025-09-21
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment of Sycip Gorres Velayo & Co. (SGV) as External Auditor for Fiscal Year 2026.

22. Board Resolution No. 2025-09-22
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the procedure for resolving ties in the election as recommended by COMELEC.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD VIA ZOOM VIDEO CONFERENCE
14 OCTOBER 2025

1. Board Resolution No. 2025-10-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the appointment and authorization of Ms. Ma. Zarina D. Manzano, Roy Law Offices, and Abejo Rosario Tayag and Santos Law Offices, or any of their respective lawyers, as Attorneys-in-Fact of the Corporation, with full authority to represent, file pleadings, attend hearings, negotiate settlements, secure documents, and perform all acts necessary to protect and enforce the Corporation's rights and interests in Commercial Case No. 25-13384.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
18 OCTOBER 2025

1. Board Resolution No. 2025-10-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on October 18, 2025.

2. Board Resolution No. 2025-10-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Regular Board Meeting held on September 13, 2025, as revised.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the Special Board Meeting held on October 15, 2025.

3. Board Resolution No. 2025-10-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the designation of authorized signatories for the Club's bank accounts and E-Wallet accounts.

> ***RESOLVED****, that the following individuals are hereby designated as the Authorized Signatories for all checks, withdrawals, disbursements, and banking transactions of the Club with the authorized banks and E-Wallet accounts:*

1. ***Authorized Signatories (By Group):***

   Group A
   President - Atty. Rio Sesinando E. Venturanza
   Vice President - Mr. Ricky S. Libago

   Group B
   Treasurer - Mr. Constantine L. Kohchet-Chua
   Asst. Treasurer - Mr. Ron Nelson P. See

*2. **Authorized Banks and Transactions**:*

The authorization shall cover all transactions for the following: Metropolitan Bank and Trust Company, Security Bank and Trust Company, Rizal Commercial Banking Corporation, RCBC Retirement Fund, SBTC Safety Deposit Box, Banco de Oro, Eastwest Bank, and E-Wallet Accounts (Gcash and Maya).

3. Required Signatory Combination:

RESOLVED FURTHER, that all checks drawn or issued against the aforementioned bank accounts and E-Wallet accounts shall require the joint signatures of one (1) signatory from Group A AND one (1) signatory from Group B (i.e., either the President or the Vice President, along with either the Treasurer or the Assistant Treasurer).

4. Board Resolution No. 2025-10-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Board and Committee Policies for Board Year 2025–2026.

5. Board Resolution No. 2025-10-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Committee Composition for Board Year 2025–2026.

6. Board Resolution No. 2025-10-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Option 1 for the 2025 Christmas Fund Assessment.

Option 1: Assess members ₱1,100 each, supported by a Club subsidy of ₱1.2 Million.

7. Board Resolution No. 2025-10-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, Change Orders Nos. 04, 06, 08 and 09 for the Main Clubhouse Renovation Project, increasing the total project cost from ₱58.9 million to ₱65.64 million, exclusive of VAT.

- *Change Order No. 4 - Revised Kitchen Layout*
- *Change Order No. 6 – Various Additional & Deductive Works*
- *Change Order No. 8 – Elevator Shaft, and MEPFS Works*
- *Change Order No. 9 - Various Change Orders & Deductive Works*

8. Board Resolution No. 2025-10-08
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of two (2) Proprietary Members, one (1) Corporate Nominee, two (2) Playing Rights Members, and two (2) Lifetime Members.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of December 2025, subject to payment of the prescribed renewal fee.

9. Board Resolution No. 2025-10-09
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization for the President to file and secure a Bureau of Internal Revenue Authority to Print Gate Passes (Road Users Fee) and the designation of authorized representatives for the processing thereof.

> *RESOLVED, AS IT IS HEREBY RESOLVED, that the CORPORATION's President, MR. RIO SESINANDO E. VENTURANZA, be as he is hereby authorized to file an application for and secure an Authority to Print from the Bureau of Internal Revenue (BIR) such as Gate Pass (Road Users Fee).*
>
> *RESOLVED, FURTHER, that MANUEL LUNA, JR., RAMIL POLLO, JESON PATIÑO & DANILO ALCANTARA, messengers of Forms International Enterprises Corporation, be as they are hereby authorized to sign the application form, documents, affidavits, statements or other papers in support of the application with full authority to process or authorized to transact for and on behalf of VALLEY GOLF & COUNTRY CLUB, INC. and to perform any act to secure the Authority to Print in BIR Marikina City..*

10. Board Resolution No. 2025-10-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the issuance of a Secretary's Certificate authorizing the processing and submission of documents to the Securities and Exchange Commission for the stamping and registration of the new Stock Transfer Book and the designation of the authorized representative thereof.

> *RESOLVED, AS IT IS HEREBY RESOLVED, that the Board approves the request for the issuance of a Secretary's Certificate authorizing the Club's representative to process and submit the necessary documents to the Securities and Exchange Commission (SEC) for the stamping and registration of the new Stock Transfer Book.*

RESOLVED, FURTHER, that MR. PLACIDO BARROZO (Messenger) be as he is hereby authorized to act as the Corporation's representative to process and submit the necessary documents for the stamping and prompt registration of the new Stock Transfer Book

11. Board Resolution No. 2025-10-11

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the denial of the request of Mr. Jose R. Vilchez to shorten his suspension.

12. Board Resolution No. 2025-10-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the discontinuance of the combined Presidents' and Directors' Cup and the reinstatement of the President's Cup only.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
22 NOVEMBER 2025

1. Board Resolution No. 2025-11-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on November 22, 2025.

2. Board Resolution No. 2025-11-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the previous Board Meeting.

3. Board Resolution No. 2025-11-03

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the grant to the Valley Golf Seniors Association, Inc. (VGSAI) of the use of up to eight (8) additional flights on the North Course for the Annual Big Bang Seniors Tournament on December 6, 2025.

4. Board Resolution No. 2025-11-04

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of the President to terminate the agreement with San Beda for the use of the swimming pool effective at the end of March 2026.

5. Board Resolution No. 2025-11-05

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three (3) Proprietary Members, one (1) Corporate Nominee, six (6) Playing Rights Members, and one (1) Associate Member.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of January 2026, subject to payment of the prescribed renewal fee.

6. Board Resolution No. 2025-11-06

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the revision to Item 1.5 (Term of Office) of the Membership Committee Charter, granting the automatic extension of Committee Member terms solely for conducting essential membership interview and evaluation functions pending appointment of successors.

7. Board Resolution No. 2025-11-07

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the ratification and approval of the Collective Bargaining Agreement (CBA) for the 4th and 5th years (2025–2027).

8. Board Resolution No. 2025-11-08

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the drainage improvement project on North Course Hole No. 5 based on the presented budgetary cost estimate.

9. Board Resolution No. 2025-11-09

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the expansion of the Zoysia Nursery utilizing the space near Hole No. 12 to eventually reach a size of 3,000 square meters, subject to owner-supplied materials.

10. Board Resolution No. 2025-11-10

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the expansion of the Zoysia Nursery to include Plot 4 (an additional 1,000 square meters) based on the presented budgetary cost estimate and owner-supplied material procurement model.

11. Board Resolution No. 2025-11-11

RESOLVED, that the Board of Directors hereby approves the recommendation to proceed with the Hole No. 2 Bare Area Access Re-Layout project with an estimated budgetary cost of ₱272,154.35, and the Hole No. 15 New Ladies Tee Box Construction project with an estimated budgetary cost of ₱222,752.41.

12. Board Resolution No. 2025-11-12

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the replacement of the Toilet Partition and Urinal Partition at the

Main Men's Locker Room and the quotation submitted by Ransu Construction Services in the amount of ₱230,000.00 (VAT inclusive).

13. Board Resolution No. 2025-11-13

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renovation in principle of the Men's Locker Room sauna, with final supplier selection and contract delegated to the President upon completion of quotation requirements.

14. Board Resolution No. 2025-11-14

RESOLVED, as it is hereby resolved that the management of the CORPORATION be authorized to lease, sale and lease back, borrow, seek financing and/or secure credit accommodations from ORIX METRO Leasing and Finance Corporation (ORIX) and/or from financial institutions, entities, corporation or individuals through ORIX METRO Leasing & Finance Corporation (ORIX) for such amounts and under such terms and conditions as may be agreed upon by the CORPORATION and ORIX METRO Leasing & Finance Corporation (ORIX);

RESOLVED, further that the management of the CORPORATION be authorized to secure the payment of the notes, commercial papers and/or evidences of indebtedness by way of pledge, mortgage, of real and personal properties of the CORPORATION, trust receipts, surety, assignment of receivables, and other assignable contracts upon such terms and conditions it may deem advantageous to the CORPORATION;

RESOLVED, further that RIO SESINANDO E. VENTURANZA - President & CONSTANTINE L. KOHCHET-CHUA - Treasurer are authorized to negotiate, execute and sign for and in behalf of the CORPORATION, such lease agreements, corporate guarantee, notes, evidences of indebtedness, commercial papers, pledge agreements, mortgage instruments, deeds, assignments and other documents necessary to implement the grant by ORIX METRO Leasing & Finance Corporation (ORIX) of the lease, loans, financing, and/or credit accommodation applied for by the CORPORATION, including any subsequent extension, and/or renewals thereof, in whole or in part; and/or partial payment on account which may be requested by, and granted to the CORPORATION.

15. Board Resolution No. 2025-11-15

RESOLVED, that the Board of Directors hereby APPROVED the authorization of SGV & Co. to represent Valley Golf and Country Club in coordinating with the Bureau of Internal Revenue regarding the 2024 Letter of Authority, and further AUTHORIZED the President to sign the necessary engagement proposal to finalize this appointment.

16. Board Resolution No. 2025-11-16

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the pre-termination of the service contract of Annapolis Security Agency effective upon service of the required 30-day notice.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the immediate commencement of the bidding process for a new security services provider to replace Annapolis Security Agency.

17. Board Resolution No. 2025-11-17

RESOLVED, that the Board of Directors hereby APPROVED the resolution authorizing the President, MR. RIO SESINANDO E. VENTURANZA, to secure the authority to print the Gate Pass (Road Users Fee) from the BIR, and authorizing the designated messengers to process all required documents.

18. Board Resolution No. 2025-11-18

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the resolution authorizing Ms. Jona Sasutona and Ms. Jennifer De Jesus to represent the Corporation for general Bureau of Internal Revenue compliance and transactions.

19. Board Resolution No. 2025-11-19

RESOLVED, that the Board of Directors hereby AUTHORIZED the President, MR. RIO SESINANDO E. VENTURANZA, to enter into and sign the contract for the Solaire ProAm event under terms and conditions that the President deems beneficial to the Corporation.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
15 DECEMBER 2025

1. Board Resolution No. 2025-12-01
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Regular Board Meeting held on December 15, 2025.

2. Board Resolution No. 2025-12-02
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Minutes of the previous Board Meeting held on November 22, 2025.

3. Board Resolution No. 2025-12-03
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the opening of a separate bank account dedicated to the Don Celso Tuason & Valley Founders' Cup (DCT) funds, the transfer of the previous year's DCT surplus funds thereto, and the designation of authorized signatories for said account.

Group A
President – Atty. Rio Sesinando E. Venturanza
Vice President – Mr. Ricky S. Libago

Group B
Treasurer – Mr. Constantine L. Kohchet-Chua
Asst. Treasurer – Mr. Ron Nelson P. See

4. Board Resolution No. 2025-12-04
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the implementation of Phase 3 of the Zoysia Infusion Project with a total budget of ₱1.88 million.

5. Board Resolution No. 2025-12-05
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the membership applications consisting of three (3) Playing Rights Members and three (3) Lifetime Members.

Three (3) Lifetime Members:

- *King Lin Leu (30 years)*
- *Kenneth Lok (25/65)*
- *Jose Tayag, Jr. (20/70)*

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the renewal of Playing Rights for the month of February 2026, subject to payment of the prescribed renewal fee.

6. Board Resolution No. 2025-12-06
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the amendment to the proposed secondary purpose of the Articles of Incorporation by substituting the word "selling" with "issuing" in reference to proprietary shares.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the calling of a Special Stockholders' Meeting in April 2026 for the purpose of deliberating and voting on the proposed amendments to the Articles of Incorporation and By-Laws.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the creation of a joint Legal and Membership Subcommittee to strategize and secure the required stockholder votes for the proposed amendments.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the activation of COMELEC, to be chaired by Atty. Wendell Dimaculangan, to administer and oversee the voting process for the Special Stockholders' Meeting.

7. Board Resolution No. 2025-12-07
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the installation of an exterior canopy to provide additional cart parking spaces at the golf cart parking building.

8. Board Resolution No. 2025-12-08
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the installation of additional solar panels for the Main Veranda.

9. Board Resolution No. 2025-12-09
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the increase of the golf cart rental rate for tourists from ₱800 to ₱1,500, effective immediately.

10. Board Resolution No. 2025-12-10
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the salary increase for all Heads of Departments.

11. Board Resolution No. 2025-12-11
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the hiring of one Internal Auditor together with one or two junior auditor staff.

12. Board Resolution No. 2025-12-12
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of a final settlement offer to Annapolis Security in the amount of ₱5.0 million to resolve all outstanding disputed claims.

13. Board Resolution No. 2025-12-13
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the award of the manpower services contract to PMS Primepower Network, Inc., subject to final negotiations.

14. Board Resolution No. 2025-12-14
RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the 2025–2026 Internal Audit Plan and the initial Enterprise Risk Assessment as presented by the Audit Committee.

ANNEX OF THE APPROVED BOARD RESOLUTIONS DURING
THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
VALLEY GOLF & COUNTRY CLUB, INC.
HELD AT THE BOARD ROOM, MAIN CLUBHOUSE
VALLEY GOLF & COUNTRY CLUB, INC., ANTIPOLO CITY
29 DECEMBER 2025

1. Board Resolution No. 2025-12-01

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the Agenda for the Special Board Meeting held on December 29, 2025.

2. Board Resolution No. 2025-12-02

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of Director Jose Ferdinand R. Guiang to negotiate with Richbuild Construction Corporation (RBCC) regarding the completion of the Clubhouse Renovation Project.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of the President to terminate the contract with Richbuild Construction Corporation (RBCC) should the latter decline or fail to accept the terms offered by the Club.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the authorization of the President to source, negotiate with, and engage a new contractor to complete the remaining works of the Clubhouse Renovation Project.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the charging of any excess completion cost against RBCC's retention fund, subject to proper accounting and documentation.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the engagement of an independent third-party investigator to review the Clubhouse Renovation Project and determine the causes of delay in its completion.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the termination of the engagement of RS Caparros & Associates, through Mr. Marvin Caparros, effective December 31, 2025.

RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation approve, as it hereby approves, the withholding of the December payment of RS Caparros & Associates pending submission of a final closing report.

3. Board Resolution No. 2025-12-03

RESOLVED, that the Board of Directors hereby approves the mandatory assessment of ₱5,000.00 per Valley member, representing the cost of one (1) Grand Raffle ticket, in connection with the 2026 Grand Raffle for the 25th Don Celso Tuason & Valley Founders' Cup, which amount shall be automatically billed and included in the members' December and January membership statements;

RESOLVED, FURTHER, that the Board hereby approves a total expense ceiling of ₱6.5 million for Grand Raffle prizes and all related costs;

RESOLVED, FURTHER, that any surplus generated from the assessment, estimated at approximately ₱2 million, shall be used to augment the budget for the Club's golf course lighting project, subject to applicable bidding and procurement requirements;

RESOLVED, FURTHER, that Management is hereby authorized to spice up the raffle prizes, including increasing the number of raffle prizes and considering the addition of a second car as a major prize, provided that all enhancements remain within the approved budget and are consistent with maintaining member expectations;

RESOLVED, FINALLY, that all acts necessary, incidental, or related to the foregoing resolutions are hereby ratified and confirmed.

4. Board Resolution No. 2025-12-04

RESOLVED, that the Board of Directors hereby confirms, ratifies, and approves the prior action taken via the Viber chat group chat awarding the Security Services Contract to Black Knight Security Agency;

RESOLVED, FURTHER, that all acts done and actions taken pursuant to the said award prior to this resolution are hereby ratified and confirmed as valid and binding acts of the Board.