

EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.
Notice of the Annual Meeting of the Stockholders

To all stockholders,

Notice is hereby given that the Annual Meeting of Stockholders of **Eagle Ridge Golf and Country Club, Inc.** (the "Corporation" or "Club") will be held on **Thursday, October 22, 2026, at 2:00 PM.**

The meeting will be conducted in a **hybrid format**, accessible via Zoom videoconferencing and simultaneously in person at the **Main Clubhouse, Eagle Ridge Golf & Country Club, General Trias City, Cavite** (designated as the physical venue pursuant to Securities and Exchange Commission regulations) for stockholders who lack internet or computer access.

AGENDA

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Annual Meeting of the Stockholders held on 23 October 2025;
4. Approval of the Annual Report, and the 2025 Audited Financial Statements;
5. Ratification of Acts of the Board and Management;
6. Appointment of External Auditors;
7. Approval of Proposed Amendments to the Articles of Incorporation and By-Laws
8. Election of Directors (including Independent Directors);
9. Other business that may properly be brought before the Meeting; and
10. Adjournment

A brief statement of the rationale and explanation for each item requiring stockholder approval is attached as **Annex "A"**. Detailed information is provided in the Information Statement.

Electronic copies of the Information Statement, Management Report, Annual Report, and related documents are available on the Corporation's website at <http://www.eagle-ridge.com.ph>. Stockholders may also request hard copies in writing from the Corporate Secretary.

Stockholders of record as of **September 4, 2026**, or their designated proxy holders, are entitled to notice of, and to attend, the meeting. Only holders of **Class "A" shares** are entitled to vote in the Election of Directors. Stockholders of all classes may vote on all other agenda items requiring stockholder action.

Stockholders wishing to participate virtually must submit an email request to membership@eagle-ridge.com.ph no later than the close of business on **October 14, 2026**. The Zoom link and access instructions will be sent directly to validated registrants and proxy holders.

Stockholders who wish to be represented by proxy must submit a duly executed Proxy Form (attached as **Annex "B"**) on or before the close of business on **October 8, 2026**, via **mail or courier** to Office of the Corporate Secretary, Main Clubhouse, Eagle Ridge Golf & Country Club, General Trias City, Cavite; or via email to membership@eagle-ridge.com.ph. Proxy validation and registration verification will be conducted on **October 15, 2026**.

Pasig City, _____



MARIZA R. SANTOS-TAN
Corporate Secretary

the By-Laws—both of which state that *"In addition to the preceding provisions, the accompanying share of a lot is subject to the prohibition that it cannot be sold, transferred or encumbered separately from the lot. Any violation of this provision is null and void and shall not be recorded in the books of the Club. This prohibition shall appear in the certificates of stock of such shares"*—will be deleted in their entirety. The proposed resolution is as follows:

"RESOLVED, as it is hereby resolved, that the stockholders of Eagle Ridge Golf and Country Club, Inc. (the "Corporation"), representing at least two-thirds (2/3) of the total outstanding capital stock, hereby approve, confirm, and ratify the amendment of Article III of the Articles of Incorporation to change and specify the exact principal office address of the Corporation to 'Eagle Ridge Golf and Country Club, Cristo Delos Reyes Rd., Brgy. Javalera, General Trias City, Cavite, Philippines.'.

"RESOLVED, FURTHER, that the stockholders, representing at least two-thirds (2/3) of the total outstanding capital stock for the Articles of Incorporation and at least a majority of the total outstanding capital stock for the By-Laws, hereby approve, confirm, and ratify the deletion in their entirety of Article VII(j) of the Articles of Incorporation and Article XII(h) of the By-Laws to remove the restriction bundling shares of stock with fairway lots, thereby permitting stockholders to freely alienate, sell, transfer, or encumber such shares independently.

"RESOLVED, FINALLY, that the Board of Directors, the Chairman, and the Corporate Secretary be, as they are hereby, fully authorized and empowered to execute, sign, submit, and file the Amended Articles of Incorporation, Amended By-Laws, Directors' Certificate, and all related compliance forms and supporting documents with the Securities and Exchange Commission (SEC) and other regulatory agencies, and to perform all acts necessary to give full legal force and effect to the foregoing resolutions."

8. Election of Directors (Including Independent Directors)

Nine (9) candidates are nominated to the Board of Directors for the 2026–2027 term. Complete biographical profiles are detailed in the Information Statement. The nominees are:

Philip J. Chien
Miguel Rene A. Dominguez
Alfredo G. Pareja
Exequiel D. Robles
Vicente R. Santos
Mariza R. Santos-Tan
Ramil L. Villanueva
Marcos Rustico D. De Jesus (Independent Director Nominee)
Joel P. Lubguban (Independent Director Nominee)

9. Other Matters

Management will address other relevant queries or matters submitted by stockholders in writing within the prescribed deadline.

10. Adjournment

Upon completion of all agenda items, the Chairman will entertain a motion to formally adjourn the meeting.

Annex "A" to the Notice
EXPLANATION AND RATIONALE FOR AGENDA ITEMS
2026 Annual Stockholders' Meeting

1. Call to Order

The Chairman of the Board of Directors, Mr. Miguel Rene A. Dominguez, will formally call the 2026 Annual Stockholders' Meeting to order and introduce the members of the Board and Executive Officers present.

2. Certification of Notice and Quorum

The Corporate Secretary, Ms. Mariza R. Santos-Tan, will certify that proper notice was duly served to all stockholders of record in compliance with Securities and Exchange Commission (SEC) regulations, that the Information Statement was made publicly available, and that a quorum is present for the valid transaction of business.

3. Approval of the Minutes of the Annual Stockholders' Meeting Held on October 23, 2025

Copies of the draft minutes have been made available on the Corporation's website (<http://www.eagle-ridge.com.ph>). Stockholders will be asked to approve the minutes and adopt the following resolution:

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting of Eagle Ridge Golf and Country Club, Inc. held on October 23, 2025, be, as they are hereby, approved."

4. Approval of the Annual Report and the 2025 Audited Financial Statements

Management will present the Annual Report and the 2025 Audited Financial Statements, which were audited by SyCip Gorres Velayo & Co. (SGV) and approved by the Board of Directors. These statements have been duly filed with the SEC and the Bureau of Internal Revenue (BIR). Following the presentation and response to stockholder inquiries submitted via email, stockholders will be asked to adopt the following resolution:

"RESOLVED, that the Annual Report of Management and the Audited Financial Statements of Eagle Ridge Golf and Country Club, Inc. for the fiscal year ended December 31, 2025, be, as they are hereby, approved."

5. Ratification of Corporate Acts of the Board of Directors and Management

Stockholders' approval and ratification will be sought for all acts, contracts, resolutions, and transactions entered into by the Board of Directors and Management from the date of the last Annual Stockholders' Meeting up to the date of this meeting. The proposed resolution is as follows:

"RESOLVED, that all acts, contracts, resolutions, and transactions authorized and entered into by the Board of Directors and Management of the Corporation from October 23, 2025, up to the present be, as they are hereby, approved, ratified, and confirmed."

6. Appointment of External Auditors

Upon the favorable recommendation of the Audit Committee, the Board proposes the reappointment of SyCip Gorres Velayo & Co. (SGV) as the Corporation's independent external auditors for the fiscal year 2026–2027. The proposed resolution is as follows:

"RESOLVED, that SyCip Gorres Velayo & Co. be, as it is hereby, reappointed as the independent external auditors of the Corporation for the fiscal year 2026–2027."

7. Approval of Proposed Amendments to the Articles of Incorporation and By-Laws

Management will present for stockholders' approval the proposed amendments to the Corporation's Articles of Incorporation and By-Laws. First, Article III of the Articles of Incorporation will be amended to change the Registrant's principal office address from "MUNICIPALITY OF GENERAL TRIAS, PROVINCE OF CAVITE" to "EAGLE RIDGE GOLF AND COUNTRY CLUB, CRISTO DELOS REYES RD., BRGY. JAVALERA, GENERAL TRIAS CITY, CAVITE." Second, Article VII(j) of the Articles of Incorporation and Article XII(h) of

SECRETARY'S CERTIFICATE

I, **MARIZA R. SANTOS-TAN**, of legal age, married, Filipino citizen, with address and business at G/F State Centre II Building, Ortigas Avenue, Mandaluyong City, being the duly appointed Corporate Secretary of **EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with business address at Brgy. Javalera, General Trias, Province of Cavite, do hereby certify that:

- 1. I have in my custody, as Corporate Secretary, copies of the Minutes of the meetings of the Board of Directors of the Corporation.
- 2. On the 11th day of December 2025, the Board of Directors held a regular meeting where a quorum to conduct business was present. At said meeting, the Board approved the following resolutions, among others:

BOARD RESOLUTION NO. 2025/XII-11-04

"RESOLVED, that the Board of Directors of the Corporation approves as it hereby approves, the amendment of Article THIRD of the Articles of Incorporation of the Corporation, as recommended by the Management to change the principal office of the Corporation from Municipality of General Trias, Province of Cavite to **Cristo Delos Reyes Road, Brgy. Javalera, Gen. Trias City, Cavite;**

RESOLVED, FINALLY, that the Corporate Secretary is hereby authorized to issue a certification of this Resolution and to certify the same as may be required."

- 3. The foregoing resolutions are in accordance with the records of the Corporation in my possession and I certify that the above resolutions have not been amended nor revoked and are in full force and effect

IN WITNESS WHEREOF, I have hereunto set my hand this SEP 23 2026, at MANDALUYONG CITY Metro Manila.


MARIZA SANTOS-TAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in MANDALUYONG CITY, on the aforementioned date, by the aforementioned Corporate Secretary who is personally known to me and whose identity I have confirmed through her Passport ID with No. P7993345B expiring on 25 October 2031 issued by DFA NCR East, bearing her photograph and signature.

Doc. No. 418 ;
Page No. 85 ;
Book No. LXXI ;
Series of 2026.
jqj/ergcci/403/2025-12-11-04




JERRY B. DELA CRUZ
Notary Public for Mandaluyong City
Until 31 December 2026
Appointment No. 0257-25
Roll Number 47018
IBP No. 587052/01.05.2026/RSM
PTR No. 6028995/01.05.2026/Mandaluyong
NACLE Compliance No. VIII-0026654/04.10.2025
G/F State Center II Bldg.
Ortigas Avenue, Mandaluyong City

SECRETARY'S CERTIFICATE

I, **MARIZA R. SANTOS-TAN**, of legal age, married, Filipino citizen, with address and business at G/F State Centre II Building, Ortigas Avenue, Mandaluyong City, being the duly appointed Corporate Secretary of **EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with business address at Brgy. Javalera, General Trias, Province of Cavite, do hereby certify that:

1. I have in my custody, as Corporate Secretary, copies of the Minutes of the meetings of the Board of Directors of the Corporation.
2. On the 11th day of December 2025, the Board of Directors held a regular meeting where a quorum to conduct business was present. At said meeting, the Board approved the following resolutions, among others:

BOARD RESOLUTION NO. ERGCCI 2025/XII-11-05

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation hereby approves the amendment of Article VII (j) of the Articles of Incorporation, and Article XII (h) of the By-laws of the Corporation, for the purpose of removing the existing prohibition on the separate sale, transfer, assignment, conveyance, or other disposition of the shares of stock and the corresponding fairway lots;

RESOLVED, FURTHER that, henceforth, upon the effectivity of these amendments, the shares of stock and their corresponding fairway lots may be sold, transferred, assigned, conveyed, or otherwise disposed of separately, subject to the terms, conditions, restrictions, and requirements set forth in this Resolution, the Articles of Incorporation and By-laws, as amended, the conditions appearing on the relevant titles or certificates, and the duly adopted policies, rules, and regulations of the Corporation, or as may be prescribed by the Corporation from time to time;

RESOLVED FURTHER, that the Article VII (j) of the Articles of Incorporation, and Article XII (h) of the By-laws of the Corporation are hereby deleted, subject to compliance to regulatory requirements;

RESOLVED, FURTHER, that Management is hereby authorized and directed to undertake all acts and execute all documents necessary or appropriate to implement the foregoing amendments, including, where applicable, the preparation, execution, filing, and submission of the necessary corporate documents with the appropriate government agencies and regulatory authorities;

RESOLVED FINALLY, that this Resolution shall take effect upon its approval by the Board and, where required by law or the Corporation's governing documents, upon approval or ratification by the shareholders and/or the relevant government authority.

3. The foregoing resolutions are in accordance with the records of the Corporation in my possession and I certify that the above resolutions have not been amended nor revoked and are in full force and effect

SEP 23 2026

IN WITNESS WHEREOF, I have hereunto set my hand this _____, at
MANDALUYONG CITY, Metro Manila.

MARIZA SANTOS-TAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a Notary Public for and in
MANDALUYONG CITY, on the aforementioned date, by the aforementioned Corporate Secretary who is personally known to me and whose identity I have confirmed through her Passport ID with No. P7993345B expiring on 25 October 2031 issued by DFA NCR East, bearing her photograph and signature.

Doc. No. 419 ;
Page No. 85 ;
Book No. LXX ;
Series of 2026.
jqj/ergcci/403/2025-12-11-5



JERRY B. DELA CRUZ
Notary Public for Mandaluyong City
Until 31 December 2026
Appointment No. 0257-25
Roll Number 47018
IBP No. 587052/01.05.2026/RSM
PTR No. 6026995/01.05.2026/Mandaluyong
MCLE Compliance No. VIII-0026654/04.10.2026
G/F State Center II Bldg.
Ortigas Avenue, Mandaluyong City

To access or view the Company's 2026 Definitive Information Statement or SEC Form 20-IS, you may use any of the following modes:

1. via ERGCCI WEBSITE

<https://eagle-ridge.com.ph/annual-stockholders-meetings-2026/>

2. Request for a soft or hard copy

A written request for a copy of the 2026 SEC Form 20-IS addressed to the Corporate Secretary of Eagle Ridge Golf and Country Club Inc. may be emailed at membership@Eagle-ridge.com.ph

- For a soft copy, please provide your complete name and valid email address. If you hold shares through a broker or other entity, please indicate the name of the broker or other entity.
- For a hard copy, please provide your complete name and valid mailing address. If you hold shares through a broker or other entity, please indicate the name of the broker or other entity.

3. Through scanning the QR Code



For Android phones

- * Go to your mobile app (App Store or Play Store) using your smartphone.
- * Search for a free QR Code Reader app by typing in QR Code Reader.
- * Click on the app you want to download and click "Install App."
- * Once installed, simply open the app, point the camera and scan the QR Code.
- * Once the QR Code is in focus, the app will automatically connect to the 2026 SEC Form 20-IS of the Company.

For IOS

- * Simply open the camera of your phone and scan the QR Code.
- * Once the QR Code is in focus, the app will automatically connect to the 2026 SEC Form 20-IS of the Company.

Annex "B" to the Notice
PROXY FORM
2026 Annual Stockholders' Meeting

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of EAGLE RIDGE GOLF AND COUNTRY CLUB, INC. (ERGCCI) hereby appoints:

- [] **Miguel Rene A. Dominguez**, Chairman of the Board of Directors, or in his absence, the Chairman of the Meeting, OR
- [] _____ (Name of Designated Proxy) as proxy to represent and vote all shares registered in the name of the undersigned at the Annual Stockholders' Meeting to be held on **October 22, 2026**, and at any adjournments or postponements thereof.

with full power of substitution, as my true and lawful attorney-in-fact and proxy to represent and vote all shares registered in my name, and/or such shares I am authorized to represent as administrator, executor, or attorney-in-fact, at the Hybrid Annual Stockholders' Meeting of ERGCCI to be held on **October 22, 2026, at 2:00 PM** via Zoom videoconference and in-person at the Main Clubhouse, and at any adjournments or postponements thereof.

DEFAULT VOTING INSTRUCTION: If no specific voting instruction is indicated below, the proxy holder is hereby authorized to vote **"FOR"** the election of all nominated directors and **"FOR"** the approval of all corporate actions listed below. This proxy confers discretionary authority upon the proxy holder to vote on any other matter that may properly come before the meeting or any adjournment thereof.

Agenda Item / Action Requested	FOR	AGAINST	ABSTAIN
To approve the Minutes of the 23 October 2025 Virtual Annual Stockholders' Meeting	[]	[]	[]
To approve the Management Report, including the Audited Financial Statements of ERGCCI for 2025.	[]	[]	[]
To ratify all acts of the Board, and the Management	[]	[]	[]
To appoint Sycip Gorres Velayo & Co. as External Auditors	[]	[]	[]
To amend the address of the Club from "Municipality of General Trias, Province of Cavite" to "Eagle Ridge Golf & Country Club, Crisanto M. De los Reyes Rd., Barangay Javalera, General Trias City, Cavite"	[]	[]	[]
To delete Article VII(j) of the Articles of Incorporation and Article XII(h) of the By-Laws, to wit:	[]	[]	[]

"In addition to the preceding provisions, the accompanying share of a lot is subject to the prohibition that it cannot be sold, transferred or encumbered separately from the lot. Any violation of this provision is null and void and shall not be recorded in the books of the Club. This prohibition shall appear in the certificates of stock of such shares."

FOR CLASS "A" SHARES ONLY. To elect the following nominees as directors of ERGCCI:

(1) Philip J. Chien	[]	[]	[]
(2) Miguel Rene A. Dominguez	[]	[]	[]
(3) Alfredo G. Pareja	[]	[]	[]
(4) Exequiel D. Robles	[]	[]	[]
(5) Vicente R. Santos	[]	[]	[]
(6) Mariza R. Santos – Tan	[]	[]	[]
(7) Ramil L. Villanueva	[]	[]	[]
(8) Marcos Rustico D. De Jesus	[]	[]	[]
(9) Joel P. Lubguban	[]	[]	[]

This proxy shall be valid specifically for the October 22, 2026 Annual Stockholders' Meeting and any continuations thereof. This proxy shall remain effective unless revoked in writing submitted to the Corporate Secretary, or superseded by the stockholder's personal registration and attendance at the meeting prior to its commencement.

IN WITNESS WHEREOF, I have executed this proxy this _____ in _____.

Signature of Stockholder or Person Duly Authorized: _____

Proxyholder Acceptance

Name of Stockholder: _____
Title/Position: _____
Number of Share(s): _____
Membership No.: _____

Signature of Proxy: _____
Name of Proxy: _____
Date: _____

Note for Corporate Stockholders: Please attach a duly notarized Secretary's Certificate or Board Resolution certifying the authority of the signatory to execute this proxy. Copies of valid government-issued IDs of both the stockholder/signatory and proxy holder must accompany this form.