

Annex "C"

EAGLE RIDGE GOLF AND COUNTRY CLUB, INC.
MINUTES OF THE VIRTUAL ANNUAL STOCKHOLDERS' MEETING¹
Held at the Main Clubhouse, Eagle Ridge Golf & Country Club
General Trias, Cavite, on October 20, 2022, at 2:00 p.m.

CALL TO ORDER

The Chairman of the Board of Directors, Mr. Tomas I. Alcantara, called the meeting to order and presided over the same. After introducing each incumbent director, he gave some welcome remarks to the stockholders. The Corporate Secretary, Ms. Mariza Santos-Tan, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that the Definitive Information Statement and notices of the meeting were sent to all the stockholders of record at their respective addresses as indicated in the corporate records, at least 21 days before the meeting, in compliance with the Revised Corporation Code.

The Corporate Secretary likewise certified that there were present at the meeting, in person or by proxy, stockholders representing 1,460, or 31% of the Corporation's outstanding capital stock of 4,709 shares, of all classes are present, and that a quorum was, therefore, present for the transaction of corporate business.

The Chairman of the Election Committee, Mr. Carlitos P. Quiogue, was called next to briefly discuss the voting procedure for the meeting, a written copy of which was included in the Club's Definitive Information Statement. Thereafter, the Corporate Secretary informed the stockholders about the items that were submitted for voting.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman stated that the next matter on the agenda is the approval of the Minutes of the previous Annual Stockholders' Meeting held on October 21, 2021. The Corporate Secretary informed the Chairman that copies of said Minutes had been distributed earlier to the stockholders. Hence, she proposed that they dispense with the reading of these Minutes, and approve the said minutes as appearing in the Company's record. She also reported that no inquiries were received regarding the minutes and that based on their tally, 1,347 of the shares present approved the Minutes. The Chairman approved the proposal, there being no objection, and declared that based on the report of the Corporate Secretary, the Minutes of the Annual Stockholders' Meeting held on October 21, 2021 was approved.

MANAGEMENT REPORT

The Chairman proceeded to the next item on the agenda which is the Management Report on the operations of the Corporation to be delivered by the General Manager (GM), Mr. Antonio Carlos Ocampo. GM reported on the Corporation's results of operations for the past year and gave a comparison of the financial position of the Corporation for the years ended December 31,

¹ Zoom Webinar ID: 950 2703 1976

2021 and 2020. The GM likewise rendered a report on the comparative Golf Rounds for 2021 and 2020, and the results of operations for the first half of 2022.

After the report, the Chairman asked if there are questions from the stockholders about the Management Report and the Audited Financial Statements for 2022. The Corporate Secretary replied that they received no inquiry on this matter, and that based on their tally, 1,347 of the shares present approved the Annual Report and the Audited Financial Statements for 2021. She informed the Chairman of the stockholders' proposed motion for this item.

Considering the unanimous votes approving the Management Report and the Audited Financial Statements for the year ended December 31, 2021, the stockholders resolved as follows:

Resolution No. 1, Series of 2022

“RESOLVED, That the Annual Report of Management, and the Company’s Audited Financial Statements for the year ended December 31, 2021, be, as they are hereby, approved.”

RATIFICATION OF THE ACTS OF MANAGEMENT

The Chairman stated that the next matter on the agenda is the ratification of the acts of the Board of Directors and the officers of the Corporation. A summary of these corporate acts was included in the materials distributed to the stockholders. The Chairman asked the Corporate Secretary if there was any inquiry about the acts of the Board and management. The Corporate Secretary replied that they received no inquiry on this matter, and that based on their tally, 1,347 of the shares present approved these acts. She informed the Chairman that the Club advised those attending the meeting of the proposed stockholders' motion for this item.

Hence, on motion duly made and seconded, it was resolved that:

Resolution No. 2, Series of 2022

“RESOLVED, That all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Company from the date of the last Stockholders’ Meeting up to the present be, as they are hereby, approved, ratified and confirmed.”

APPOINTMENT OF EXTERNAL AUDITORS

The next matter on the agenda was the appointment of the external auditors of the Corporation. The Chairman asked the Corporate Secretary if there was any inquiry about this matter. The Corporate Secretary replied that they received no inquiry on this matter, and that based on their tally, 1,347 of the shares present approved the appointment. She informed the Chairman that the Club advised those attending the meeting of the proposed stockholders' motion for this item.

Hence, on motion duly made and seconded, it was resolved that:

Resolution No. 3, Series of 2022

“RESOLVED, That the audit firm of SyCip Gorres Velayo & Co., be, as it is hereby, appointed as the Company's independent external auditors for the year 2022 -2023.”

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors. The Chairman called the Chairman of the Election Committee again to report on the nominees for the Board of Directors. He informed the stockholders that the Nomination Committee of the Corporation received eleven (11) nominations to the 9 available seats in the Board of Directors, seven (7) for regular directors and four (4) for independent directors. The nominees for regular directors were as follows:

1. Mr. Tomas I. Alcantara
2. Mr. Miguel Rene A. Dominguez
3. Mr. Exequiel D. Robles
4. Mr. Vicente R. Santos
5. Ms. Mariza Santos-Tan
6. Mr. Philip J. Chien
7. Mr. Alfredo G. Pareja

While the nominees for independent directors were as follows:

1. Mr. Benjamin R. Almario
2. Mr. Ramil L. Villanueva
3. Lauro Jr. B. Andrade
4. Raymundo A. Del Rosario

However, Mr. Del Rosario had withdrawn his candidacy prior to the election so only 3 were left as nominees for independent directors. The Chairman thereafter asked the Corporate Secretary if there was any inquiry about this matter. The Corporate Secretary replied that they received no inquiry on this matter. Thereafter, she presented the following results of the voting for the election of directors from the Election Committee:

RANK	NAME	VOTES
1	SANTOS-TAN, Mariza R.	1,302
2	PAREJA, Alfredo G.	1,200
3	SANTOS, Vicente R.	1,085
4	ALCANTARA, Tomas I.	1,082
5	DOMINGUEZ, Miguel Rene A.	1,015
6	ROBLES, Exequiel D.	1,006
7	VILLANUEVA, Ramil L.	971
8	CHIEN, Philip J.	834
9	ALMARIO, Benjamin R.	750

Video player

. Consequently, on motion duly made and seconded, it was resolved that:

Resolution No. 4, Series of 2022

“RESOLVED, That the following were elected as the Club's Board of Directors for the year 2022 -2023:

1. *Mariza Santos-Tan*
2. *Alfredo G. Pareja*
3. *Vicente R. Santos*
4. *Tomas I. Alcantara*
5. *Miguel Rene A. Dominguez*
6. *Exequiel D. Robles*
7. *Ramil L. Villanueva (Independent Director)*
8. *Philip Chien*
9. *Benjamin R. Almario (Independent Director)”*

The Chairman acknowledged that Messrs. Benjamin R. Almario and Ramil L. Villanueva are the Corporation's independent directors. He also thanked Ms. Editha I. Alcantara for her past services as director of the Club for several years.

ADJOURNMENT

There being no further business to transact, and on motion duly made and seconded, the meeting was adjourned.

MARIZA SANTOS-TAN
Corporate Secretary

ATTESTED:

TOMAS I. ALCANTARA
Chairman of the Board of Directors

Annex "D"

EAGLE RIDGE GOLF & COUNTRY CLUB, INC.

Summary of Relevant Board and EC Resolutions
August 2022 to July 2023

August 18, 2022

- Authorization to appoint the law firm of Magsalin Fernandez & Quirolgico to handle Maxwell Lazaro case
- Approval of the Justification for retention of independent directors beyond 9-year term limit
- Approval of additional budget for manpower costs brought about by the Salary Re-Classification and CBA Wage Increase
- Metrobank online banking appointment of System Administrator

September 8, 2022

- Appointment of signatories for HMO (Medicaid Phils. Inc.)
- Approval of the List of Applicants for Membership from April 2022 to June 2022
- Appropriation of budget to replace the scoring system of the bowling alleys of the Club

October 4, 2022

- Appointment of Internal Audit Team to conduct an Inventory and Audit of the fairway lots with attached shares
- Approval of the extension of the validity of the green fee vouchers of LK-Golf Marketing Corporation
- Authorization to offer Meralco a one-time cash payment to settle electric charges for alleged tampered meters

October 20, 2022

- Election of Officers and Committee Members

November 17, 2022

- Authorization for in-house team to undertake the repair of Aoki Clubhouse and repainting of Golfer's Lounge in Main Clubhouse and appropriation of a budget therefor
- Approval of the revised fee proposal of SGV for tabulation of votes in the 2022 Annual Stockholders Meeting of the Club
- Appointment of representatives to process a new Notice to Issue Receipt/ Invoice from the BIR

December 16, 2022

- Approval of the increase in the prices of shares for auction
- Approval of the 2023 Budget subject to proposed changes
- Appointment of representatives to transact with HDMF or PAG-IBIG Fund

February 16, 2023

- Authorization to rent an aerator machine for the fairways
- Authorization to re-hire Mr. Tito Mojado as interim agronomist

March 16, 2023

- Approval of the List of Applicants for Membership from July 2022 to September 2022
- Approval of the List of Delinquent members as of February 2023
- Updating of signatories for the Corporations accounts with BPI Gateway and BDO Gateway
- Reactivation of the Corporation's BPI Greenhills-Edsa accounts
- Opening of a Super Saver Account in East West Bank General Trias branch without fund restrictions
- Authorization for HR Manager and/ or Finance Manager to enroll the Corporation in BIR ORUS for TIN of employees

March 30, 2023

- Approval of the 2022 Audited Financial Statements
- Appointment of a representative of the Corporation to register its SIM with Globe

May 25, 2023

- Approval of putting up a cash deposit and surety bond required by the DENR to comply with the conditions of the ECC of the Corporation
- Confirmation of the appointment of Mr. Richard Banghero as Data Privacy Officer

July 21, 2023

- Approval of Calendar of Activities leading to the Virtual Annual Stockholders Meeting of the Corporation on 19 October 2023
- Approval of the List of Applicants for Membership from June 2022 to January 2023
- Approval of the Annual Corporate Governance Reports for 2021 and 2022
- Approval of Real Property Tax Settlement with best effort to negotiate the penalties
- Approval of Final List of Delinquent members and shares for auction on 31 October 2023
- Suspension of Club member as recommended by the House Committee
- Opening of bank account with RCBC for DENR Environmental Monitoring Fund