

ALVIERA COUNTRY CLUB, INC.
MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
9th Annual Stockholder's Meeting
29 September 2023, 1:00 PM
via remote communication

NO. OF SHARES REPRESENTED 6,675

NO. OF SHARES OUTSTANDING 6,800

PRESENT

Nuevocentro, Inc.
Bernard Vincent O. Dy
Augusto D. Bengzon
Carlo Leonardo N. Leonio
Oscar S. Reyes
Jose P. De Jesus
Anna Liza M. Ang-Co
Reinerr John A. Nuestro
Vladimir Joy M. Tamargo
Charmaine Nartates
Johann V. Ramirez
Jenny Vie H. Julia
Marian Melanie Barbara B. Eugenio-Triviño
Neil Sumagaysay
Pol Tanco
Belina C. Salalila
Paul Chester U. See
Joanna Rose Masongsong
Julia Marie Cebu
Dann Alvin Lego
Angelie M. Marcelo
Leensey Poblete
Maria Isabel Del Rosario
Marifer Fagela

I. INTRODUCTION

Mr. Bernard Vincent O. Dy, Chairman of the Board of Alviera Country Club, Inc. (the "Corporation", the "Club", "ACCP") opened the meeting proper.

Mr. Dy acknowledged the presence of his fellow Directors and Officers, as well as representatives from Co Ferrer Ang-Co & Gonzales Law Offices, the Corporation's legal counsel, PwC Philippines – Isla Lipana & Co., SyCip Gorres Velayo & Co., who were all able to join the videoconference meeting. He then called on Mr. Johann V. Ramirez, the incumbent General Manager of the Club, to preside over the meeting.

II. CALL TO ORDER

Mr. Ramirez called the meeting to order and presided over the same from the principal office of the Corporation. Atty. Anna Liza M. Ang-Co, the Corporate Secretary, recorded the minutes of the meeting.

III. PROOF OF NOTICE AND DETERMINATION OF QUORUM

Atty. Anna Liza Ang-Co, Corporate Secretary, certified that written notices of this meeting were published on Daily Tribune and The Philippine Star in print, and Daily Tribune and Business World in online format, for two consecutive days on September 7 and 8, 2023, with the Information Statement and other materials being made available on the Corporation's website, in compliance with the SEC's publication and distribution requirements, and that there is a quorum to transact business, with stockholders present owning at least 98.16% of the total outstanding shares of the Club entitled to vote being present or represented at the meeting.

Atty. Ang-Co also added that in accordance with the requirements of the SEC in the conduct of stockholders' meetings through remote communication, the meeting shall be recorded.

Finally, Atty. Ang-Co highlighted the rules and procedures for the videoconference meeting. Stockholders who registered through the online shareholder registration system or who notified the Club by email via members@alvieracountryclub.com by 14 September 2023 of their intention to participate in the meeting by remote communication, may attend the meeting through remote videoconferencing facilities and may vote *in absentia*, cast their votes online, or by appointing a proxy. Stockholders may also send their questions or comments to the same email address on or before 15 September 2023.

IV. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON 30 SEPTEMBER 2022

Stockholders owning 6,675 shares or 98.16% of the total voting shares represented in the meeting voted in favor of the approval of the Minutes of the 30 September 2022 Annual Stockholders' Meeting.

V. RATIFICATION OF ALL ACTS, CONTRACTS, INVESTMENTS, AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND ACTS OF MANAGEMENT SINCE THE LAST ANNUAL STOCKHOLDERS' MEETING

Stockholders owning 6,675 shares or 98.16% of the total voting shares represented in the meeting voted in favor of the approval, confirmation, and ratification of all acts, contracts, investments, and resolutions of the Board of Directors and all acts of Management of the Corporation taken or adopted since the last annual stockholders' meeting on 30 September 2022 up to the date of the meeting.

VI. PRESENTATION AND APPROVAL OF THE PRESIDENT'S REPORT AND THE 2022 AUDITED FINANCIAL STATEMENTS

The Chairman, Mr. Dy, delivered the President's report on behalf of the Corporation's President, Mr. Robert S. Lao. Mr. Neil Sumagaysay, the Club's Finance Manager presented the 2022 Audited Financial Statements of the Club.

The **President's Report** detailed the Club Operating Highlights.

For membership, the Club has a total of 588 activated Club members as of June 2023. Of the 588 members, 520 are Class B individual shareholders/regular members and 68 are Class C nominated members of the corporate shareholders. The Club Operations Management expects a further increase in Club membership before the year's end. 44% of the monthly dues from January 2023 to June 2023 amounting to PhP10,700,000.00 have been collected which will help ensure the maintenance of the Club's properties and staff employment.

Club visits saw a 34% growth in daily visits with an average of 3,246 monthly visits (or an average 125 daily visits) from January to June 2023. For Food and Beverage ("F&B"), the Club saw a 3% growth in monthly revenue in the months of January to June 2023 or an average cover of 2,144 per month. The Club has also seen a 217% growth in revenue in the amount of PhP6,900,000.00 in banquet activities with an average of 63 events per month representing an increase of 66%, with 3,820 attendees at held events, representing an increase of 111%, attributable to the end of the health protocols. The Club Operations Management is optimistic about the continuing growth in banquet activities.

In 2023, the Club held its Valentine's Day event, with dinner and live entertainment, with 70 attendees. In April, the Club held its second Easter Sunday event, attended by 124 children and 213 adults, with an animal show, prizes, food, and drinks.

In July 2023, the Club celebrated its 4th year anniversary with various sports and leisure activities. On 30 July 2023, 47 attendees joined the fund-raising anniversary celebration with a dinner buffet and a live band.

The *We Are Ayala Business Club* ("WAABC") for Central Luzon was launched in the Club in May 2023, a community within the Ayala group seeking to promote the greater good and collaboration with other Ayala business stakeholders. The event had 520 attendees.

The Club also held various Sports and Leisure activities and tournaments in collaboration with different sporting organizations from Pampanga and other provinces. These include tennis tournaments where 280 players participated, a basketball league, and a swimming competition with more than 100 swimmer participants.

To attract new memberships, the Club held its first open house in June 2023 attended by potential share buyers where the Sales and Membership Team was able to close six (6) accounts with new buyers. Another open house was held in September 2023 where four (4) accounts were closed. The Club also attended the Bridal Fair at SMX Clark and the Wedding Expo Philippines at SMX Manila to promote its facilities as the primary destination for functions and events. There are several promotions as well with the annual dues promo, the discounted rates for overnight stay at the Guest Villa, the club share

referral program, and new product offers from the F&B department, to name a few. The Club also has activities lined up for the Halloween and Christmas seasons.

In 2022, the Club conducted an outreach program at Sitio Pidpid, Brgy. Sapang Uwak, Porac, Pampanga. In 2023, the Club has chosen Brgy. Diaz in Porac, Pampanga, with 160 households, with planned fund-raising activities, donation drives, to name a few, to ensure the success of the program.

On behalf of the President Mr. Lao, Mr. Dy extended gratitude to the Club's members for the success of the Club's activities.

The Club's **2022 Audited Financial Statements** detailed the financial condition of the Club.

The *Income Statement* shows that the Club earned PhP38.45 Million in revenues in 2022, an increase of 22% compared to the previous year, attributable to: (1) the higher foot traffic at 30,154 in 2022 versus 24,507 in 2021; and (2) the increase in activated members from 496 in 2021 to 561 in 2022.

Costs and expenses amounted to PhP63.96 Million (an increase of 46%) following increased activity which saw the following: (1) the engagement of two (2) additional agency personnel and one (1) organic employee, bringing the total number of Club personnel from 59 during the pandemic to 62 for normal operations; (2) a 50% power rate hike (from 6-8/kwh to 8-9/kwh); (3) higher fuel prices; and (4) higher repairs and maintenance costs to support a higher level of operating activities.

Taking these into account, the Club incurred a loss of PhP25.52 Million before depreciation and PhP50.66 Million after depreciation.

For the *Statements of Cash Flow*, the Club posted a net cash flow from operations in the amount of PhP35.18 Million. On the other hand, the Club had higher collections in the amount of PhP42.20 Million from membership dues in the amount of PhP22.02 Million and from sales and services in the amount of PhP20.17 Million. Disbursement was also higher at PhP77.38 Million to support normal operations.

The Club spent PhP5.79 Million as Capital Expenditures ("CAPEX") for the purchase of additional lighting fixtures, kitchen equipment, and generator set. To fund the operations of the Club, Nuevocentro, Inc. ("NCI"), the parent company of the Club, advanced a total of PhP25 Million as of the end of 2022. The total advances made by NCI amounts to PhP78 Million.

For the *Balance Sheet*, the Club saw a decrease in its total assets mainly due to additional depreciation while its liabilities increased by PhP29.55 Million due to NCI advances and accruals. For changes in equity, movement is only from the additional net loss of PhP50.66 Million in 2022 compared to 2021, resulting in an ending stockholders' equity in the amount of PhP759.69 Million.

Stockholders owning 6,675 shares or 98.16% of the total voting shares represented in the meeting voted in favor of the approval of the President's Report and the 2022 Audited Financial Statements.

VII. ELECTION OF DIRECTORS

The following were duly nominated and elected as Directors of the Corporation for the ensuing year to serve as such until their successors are duly elected and qualified:

CLARISSA TERESITA L. ASUNCION
AUGUSTO D. BENGZON
JESSIE D. CABALUNA*
BERNARD VINCENT O. DY
JOSE P. DE JESUS*
ROBERT S. LAO
CARLO LEONARDO N. LEONIO
LAWRENCE CONRAD N. LEONIO
LEONARDO L. LEONIO
OSCAR S. REYES*
JENNYLLE S. TUPAZ

* Independent Directors.

Atty. Reinerr John A. Nuestro, the Assistant Corporate Secretary, certified that each of the nominees for Directors had garnered at least 6,675 votes, representing 98.16% of the total outstanding shares. Considering that the nominees have been screened and shortlisted by the Corporate Governance and Nomination Committee in accordance with the Club's Manual of Corporate Governance and the Securities Regulation Code, and that the number of nominees was equal to the number of directors elected, the 11 nominees were elected as Directors of the Corporation.

VIII. APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR AND FIXING OF REMUNERATION

The Audit and Risk Oversight Committee and the Board of Directors endorsed PwC Isla Lipana & Co. ("Isla Lipana"), as the Corporation's independent external auditor, to examine the financial statements of the Corporation as of and for the taxable year ending 31 December 2023 and fixed its remuneration at Two Hundred Eleven Thousand and Seventy-One Pesos (PhP211,071.00), exclusive of out-of-pocket expenses capped at five percent (5%) of the Audit Fee and twelve percent (12%) Value-Added Tax ("VAT"), or such remuneration as may be accepted by the Club Operations Management.

Stockholders owning 6,675 shares or 98.16% of the total voting shares represented in the meeting voted in favor of approving the following resolutions:

"RESOLVED, as it is hereby resolved, that the Corporation be authorized and empowered to appoint PwC Isla Lipana & Co. ("Isla Lipana"), as the Corporation's independent external auditor, to examine the financial statements of the Corporation as of and for the taxable year ending 31 December 2023 and with a remuneration of Two Hundred Eleven Thousand and Seventy-One Pesos (PhP211,071.00), exclusive of out-of-pocket expenses capped at five percent (5%) of the Audit Fee and twelve percent (12%) Value-Added Tax ("VAT"), or such remuneration as may be accepted

by the Club Operations Management pursuant to the recommendation of the Audit and Risk Oversight Committee and the Board of Directors;

“RESOLVED FURTHER, that any Director or Officer of the Corporation be authorized to: (i) perform all acts to implement this resolution; and (ii) sign, execute, and deliver any and all statements, contracts, applications, and other documents as may be necessary to give effect to the foregoing resolutions.”

IX. OTHER MATTERS

The Chairman then entertained questions and comments from the stockholders. Mr. Johann V. Ramirez, the General Manager, addressed questions from the Club’s members which pertained to matters not taken up during the meeting.

On whether the Club will offer another annual membership dues promotion, Mr. Ramirez, replied in the affirmative. The Management team will release a notice to the Club Members detailing said promotion in the coming months.

Finally, on whether the Club will hold its annual stockholders’ meeting in an in-person format next year, Mr. Ramirez replied that Management is looking forward to conducting the next annual stockholders’ meeting in an in-person format as the Club will be celebrating its 5th year of operations next year.

X. ADJOURNMENT

Upon motion made and duly seconded, there being no further business to transact and upon motion made and duly seconded, the meeting was adjourned. Mr. Bernard Vincent O. Dy thanked the Management and employees of the Club for their resilience and loyal service to the Club.

On behalf of the Board and the Management, she expressed their gratitude to all the members who participated in the Club’s programs and activities to make all of them a success. Mr. Dy informed everyone that the voting results and minutes of the meeting will be posted on the Alviera Country Club website.

[Signature Page follows]

CERTIFIED CORRECT:

ATTY. ANNA LIZA M. ANG-CO
Corporate Secretary

ATTESTED BY:

BERNARD VINCENT O. DY
Chairman of the Board

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