

ALVIERA COUNTRY CLUB, INC.
MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
10th Annual Stockholder's Meeting
2 October 2024, 3:00 PM
via remote communication

NO. OF SHARES REPRESENTED 6,448

NO. OF SHARES OUTSTANDING 6,800

PRESENT

Ms. Clarissa Teresita L. Asuncion
Mr. Augusto D. Bengzon
Ms. Jessie D. Cabaluna
Mr. Jose P. De Jesus
Mr. Bernard Vincent O. Dy
Mr. Robert S. Lao
Mr. Carlo Leonardo N. Leonio
Mr. Oscar S. Reyes
Ms. Jennylle S. Tupaz

ALSO PRESENT

Ms. Aileen Anunciacion R. Zosa
Mr. Christopher B. Maglanoc
Atty. Vladimir Joy M. Tamargo
Atty. Jan Pauline Dela Paz
Ms. Regina F. Magbitang
Ms. Francis M. Montojo
Mr. Roscoe M. Pineda
Mr. Johann V. Ramirez
Mr. Luigi C. Crespo
Ms. Anna Rica L. Balbido
Ms. Jenny Vie H. Julia
Ms. Alys Jane U. San Pedro
Ms. Mya Danielle T. Distor
Ms. Faustina Talita Dizon
Ms. Leensey C. Poblete
Ms. Belina C. Salila
Mr. Vergel E. Pabillon, Jr.
Ms. Michaela R. Frias

I. INTRODUCTION

In the stead of Alviera Country Club's Chairman, Mr. Leonardo L. Leonio, Ms. Clarissa Teresita L. Asuncion, Treasurer and Acting Chair of the Board of Alviera Country Club, Inc. (the "Corporation", the "Club", "ACCI") opened the meeting proper.

Ms. Asuncion acknowledged the presence of her fellow Directors and Officers, as well as representatives from Co-Ferrer & Ang-Co Law Offices, the Corporation's legal counsel, and the Corporation's external auditor, PwC Philippines – Isla Lipana & Co., who were all able to join the video conference meeting. She 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. Vladimir Joy M. Tamargo, the Corporate Secretary, recorded the minutes of the meeting.

III. PROOF OF NOTICE AND DETERMINATION OF QUORUM

Atty. Tamargo, Corporate Secretary, certified that written notices of this meeting were published on Business Mirror in print, and Daily Tribune and Business Mirror in online format, for three consecutive days on September 10, 11, and 12, 2024, with the Information Statement and other materials being made available on the Corporation's website and distributed to Members of record, 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 6,448 shares or 94.8% of the total outstanding shares of the Club entitled to vote being present or represented at the meeting.

Atty. Tamargo 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. Tamargo highlighted the rules and procedures for the video conference meeting. Stockholders who registered through the online shareholder registration system or who notified the Club by email via members@alvieracountryclub.com by 15 September 2024 of their intention to participate in the meeting by remote communication, may attend the meeting through remote video conferencing facilities and may vote *in absentia*, cast their votes online, or by appointing a proxy. Stockholders were also given the opportunity to send their questions or comments to the same email address on or before 15 September 2024.

IV. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON 29 SEPTEMBER 2023

Stockholders owning 6,448 shares or 94.8% of the total voting shares represented in the meeting voted in favor of the approval of the Minutes of the 29 September 2023 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 6,448 shares or 94.8% 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 acts of Management of the Corporation taken or adopted since the last annual stockholders' meeting on 29 September 2023 up to the date of the meeting.

VI. PRESENTATION AND APPROVAL OF THE PRESIDENT'S REPORT AND THE 2023 AUDITED FINANCIAL STATEMENTS

Mr. Robert S. Lao, the Corporation's President, delivered the President's Report. This was followed by the Club's Comptroller, Chief Financial and Compliance Officer, Ms. Francis M. Montojo's presentation of the 2023 Audited Financial Statements of the Club.

The **President's Report** detailed the Club Shares and Operations Highlights.

On Club shares sales and activation, an additional 15 shares were sold during the year which resulted in 658 shares sold in 2023 versus 643 in 2022. Activation improved from 597 or 91% in 2023 as compared to 561 or 87% in 2022. The total revenue from monthly dues also increased by 24% amounting to PhP22 Million from the previous 2022 revenue of PhP17.071 Million on the account of new activations and increase in dues and charges.

With the lifting of Covid-19 restrictions, the foot traffic in Club saw an 18% increase in daily guest visits, which translated to an average of 113 visitors per day compared to last year's average of 97 guests. Meanwhile, total revenues almost doubled from an amount of PhP5.46 Million in 2022 to PhP10.78 Million in 2023 coupled with higher events counts, total attendees, and revenue per attendees.

Food and Beverage ("F&B"), however, saw an 11% decline due to other F&B options or competition present in the Pampanga area and the opening of the sports and leisure market from COVID restrictions. On a positive note, the decline was cushioned by an increase in the Club's revenue per cover from the amount of PhP498 in 2022 versus PhP512 in 2023. Overall, membership dues remain to be the top revenue source of the Club contributing 40% of the topline followed by F&B at 21% and banquet events at 19%.

One of the major events hosted by the Club in 2023 is the celebration of *We Are Ayala Business Club* ("WAABC")-Pampanga Chapter which significantly contributed to the club's operations by creating a foot traffic of 520 guests and generated 1.8% revenues for the Club. Another major event of the Club is its feeding program in Barangay Diaz as part of its outreach program, which was participated by the Aeta community. The Club also hosted seasonal events such as Valentine's Day, Easter Sunday Egg Hunt, Halloween, and Christmas Tree Lighting ceremony.

The Club also participated in and held various successful programs for 2023 that increased Club awareness through Open House Membership Program and participation in the 2023 Bridal Fairs in the booths at SMX Clark, SMX Manila, and Marquee Mall; and lastly, the rollout of various sports programs of the Club such as tennis and basketball which

captured the renewed interest for sports and family-oriented activities as COVID-related health restrictions were relaxed

In the past nine (9) months, the Club held the following activities in 2024 which includes the hosting of the Ayala Beats Live Music Streaming and the Gary V's concert in celebration of the Club's 5th year anniversary. In addition, the Club also launched several banquets, F&B, and sports promotions.

The Club also boosted its contribution to the local community by partnering with local schools for the latter's on the job ("OJT") program and employment opportunities as part of the Club's Community Development Program. Meanwhile, as part of the Club's commitment to boost its engagement with civic partners, it partnered with local government units ("LGU"), Philippine National Police ("PNP"), and Bureau of Fire Protection ("BFP") to strengthen its external relations. Lastly, to promote sustainability, the Club continues to maintain its in-house local herbs, spices, and vegetables garden.

Moving forward in the next five years, as part of the Club's strategic initiatives towards a better Club experience, it will embark on a club health check program which includes member data analysis, member engagement survey, and third party Club Assessment.

In terms of improving Club shares, the Club tapped corporate sales networks to compete with other residential and commercial products.

Finally, Mr. Lao extended his gratitude to the Club's Board of Directors for its continued guidance, wisdom, and active involvement with the Club. He also thanked and recognized the valuable contributions of the Club's employees, personnel, and staff to its growth. He then thanked the members, shareholders, and stakeholders for the immeasurable support and confidence in the success of the Club.

The Club's **2023 Audited Financial Statements** detailed the financial condition of the Club.

The *Income Statement* showed that the Club earned PhP55.44 Million in revenue in 2023, which is an increase of 44% compared to the previous year, attributable to: (1) the increase in activated members from 561 in 2022 to 658 in 2023 which contributed to the Club's revenue in the amount PhP2.8 Million; (2) the increase in monthly due charges from an amount of PhP3,240 to PhP3,740 beginning mid 2023 which added PhP1.5M to the Club's revenue; (3) growth in the Club's banquet which increased by 33% or a total of 6,931 attendees for the year as compared to 5,223 attendees last year coupled with an increased spending from PhP1,045 to PhP1,554 per attendees. Said increase in the banquet and spending added an addition PhP2.7 Million and PhP2.6 Million respectively; (4) Lastly, the other income of the Club grew in the amount of PhP7.85 Million due to recognition of penalty and interest charges amounting to PhP3.7 Million and recovery of insurance claim in the amount of PhP1.4 Million.

Given the higher top line, the operating and net loss margins improved by 30% and 49%, respectively, due to better performance. The Club ended with lower net loss in the amount of PhP45.85 Million versus last year's loss in the amount of PhP50.66 Million.

In terms of *Cash Flow*, operating activities showed a net inflow in the amount of PhP8.9 Million on the account of higher collections during the period. Capital Expenditures (“CAPEX”) was in the amount of PhP1.39 Million which is lower by PhP4.40 Million as compared to last year. In total, there was an improvement in cash flow in the amount of PhP11.81 Million as compared to the same period last year which ended with a cash balance in the amount of PhP10.71 Million.

Finally, the Club ended with a slightly lower total assets in the amount of PhP891.93 Million as compared to last year due to recognized depreciation in the property and equipment. Meanwhile total liabilities was in the amount of PhP178.09 Million, with the increase due to advances from the Club’s parent company Nuevocentro, Inc. (“NCI”) to fund the former’s operational requirement.

Stockholders owning 6,448 shares or 94.8% of the total voting shares represented in the meeting voted in favor of the approval of the President’s Report and the 2023 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
BERNARD VINCENT O. DY
JOSE P. DE JESUS*
CARLO LEONARDO N. LEONIO
LAWRENCE CONRAD N. LEONIO
LEONARDO L. LEONIO
CHRISTOPHER B. MAGLANOC
OSCAR S. REYES*
JENNYLLE S. TUPAZ
AILEEN ANUNCIACION R. ZOSA *

* Independent Directors.

Atty. Tamargo certified that each of the nominees for Directors had garnered at least 6,448 votes, representing 94.8% 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, with the shareholders approving the retention of Mr. Oscar S. Reyes as an Independent Director due to his exemplary, meritorious, and invaluable service and contribution to the Club.

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 2024 and fixed its remuneration at Two Hundred Twenty-one Thousand Six Hundred Twenty-five Pesos (PhP221,625.00), 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 6,448 shares or 94.8% 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 2024 and with a remuneration of Two Hundred Twenty-one Thousand Six Hundred Twenty-five Pesos (PhP221,625.00), 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 wherein the Members will pay the full year membership dues in return for additional perks and benefits, Mr. Ramirez replied in the affirmative. The Management team will release a notice to the Members detailing said promotion in the coming months.

On whether the Club has any plans to construct a golf driving range, Mr. Ramirez reported that a golf driving range is currently being constructed near the Club and the Management team will soon announce the rates for Club Members.

Finally, on whether the Club will form sports teams (e.g. pickle ball or tennis) to compete with other clubs, Mr. Ramirez replied in the affirmative. The formation of said team(s) is part of the Club’s plan next year to set up its own sports team to compete with other clubs.

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. Ms. Asuncion 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. Ms. Asuncion then informed everyone that the voting results and minutes of the meeting will be posted on the Alviera Country Club website.

CERTIFIED CORRECT:

ATTY. VLADIMIR JOY M. TAMARGO
Corporate Secretary

ATTESTED BY:

CLARISSA TERESITA L. ASUNCION
Acting-Chairman of the Board