

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF  
PHILCOMSAT HOLDINGS CORPORATION**

Held on 21 November 2022  
By Remote Communication

**NO. OF STOCKHOLDERS PRESENT AND VOTES CAST:**

(Please refer to Annex "A")

**I. CALL TO ORDER**

The President, Ms. Katrina C. Ponce-Enrile, welcomed the stockholders and acknowledged the presence of the Corporation's directors who were likewise virtually attending the meeting. With the Corporate Secretary, Atty. John Benedict L. Sioson, likewise visible to the stockholders, the President thereupon called the meeting to order and presided over the same. The Asst. Corporate Secretary, Atty. Jose Pio J. Seva, recorded the proceedings.

**II. CERTIFICATION OF NOTICE AND QUORUM**

Upon inquiry, the Corporate Secretary stated that, in accordance with the requirements of the Revised Corporation Code of the Philippines and SEC Notice dated April 20, 2020, stockholders were notified about today's meeting via an alternative mode or through publication of the Notice of Meeting in the Philippine Star and the Manila Times, both newspapers of general circulation, in both print and online format on October 27 and 28, 2022, which is at least twenty-one (21) days prior to today's meeting. Affidavits of Publication were issued by both newspapers and were submitted for the record. In addition, notice of the meeting, the registration and proxy forms, the Definitive Information Statement and its attachment and the guidelines to participating in the meeting via remote communication were published on PSE Edge, the online disclosure system of the Philippine Stock Exchange, Inc., and the Corporation's website beginning October 19, 2022. He therefore certified that notice was duly sent.

The Corporate Secretary thereupon stated that, based on the attendance record and the proxies on hand, stockholders owning a total of 897,500,733 shares or 90.08% of the total issued and outstanding shares are present in person or represented by proxy at today's meeting. He thus certified that a quorum existed for the valid transaction of business at today's meeting.

**III. APPROVAL OF MINUTES OF PREVIOUS MEETING**

The Chairman announced that the next item in the Agenda is the approval of the Minutes of the Annual Stockholders' Meeting held on January 24, 2022. She said that a copy of the minutes has been posted

on the Corporation's website since January 29, 2022 and that a summary of the items approved in the minutes was included in the Information Statement. She then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary, citing the requirement of Section 49 of the Revised Corporation Code, disclosed that there are 996,391,254 shares that are eligible to vote. Each share is entitled to one vote for the matters stated in the Agenda that require a vote, except for election of directors where stockholders may cumulate their votes in favor of any or all of the nominees for director. Stockholders were requested to submit their votes by November 14, 2022, and that the Office of the Corporate Secretary manually tabulated such votes. In reply to the Chairman's query, he said that based on the proxies on hand, at least 90.08% of the total issued and outstanding capital stock voted in favor of the approval of the minutes of the Annual Stockholders' Meeting held on January 24, 2022.

The Chairman then said that, considering that a majority of the stockholders voted in favor of the approval of the minutes, the Minutes of the Annual Stockholders' Meeting held on January 24, 2022 was approved.

#### **IV. MANAGEMENT REPORT**

The Chairman announced that the next item in the Agenda was the Notation and Approval of the Management Report and Audited Financial Statements for the year ending December 31, 2021. She thereupon rendered the President's Report, a copy of which is attached hereto as Annex "B".

After her report, she called upon the Treasurer/CFO, Ms. Erlinda I. Bildner to render the Treasurer's Report. A copy of the Treasurer's Report is attached hereto as Annex "C".

After the conclusion of both reports, the Chairman inquired whether there were any questions. The Secretary replied that no questions were received from the stockholders. The Chairman thereupon asked the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the votes submitted by the stockholders that were manually tabulated by the Office of the Corporate Secretary, 90.08% of the total issued and outstanding shares voted in favor of the notation and approval of the Management Report and Audited Financial Statements for the year ending December 31, 2021.

Considering that a majority of the stockholders voted in favor of the notation and approval of the Management Report and Audited Financial Statements for the year ending December 31, 2021, the same were noted and approved. The Chairman then advised the stockholders that if they

would have questions after the meeting, they are free to email the Corporation and Management will be happy to answer them.

**V. APPROVAL, CONFIRMATION AND RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT**

The Chairman announced that the next item in the agenda is the approval, confirmation, and ratification of the acts of the Board of Directors, Officers and Management since the 2021 Annual Stockholders' Meeting as reflected in the minutes. A list of the acts is contained in the Definitive Information Statement that was published on PSE Edge and on the Corporation's website. She then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the votes submitted by the stockholders that were manually tabulated by the Office of the Corporate Secretary, 90.08% of the total issued and outstanding shares voted in favor of the approval, confirmation and ratification of the acts of the Board of Directors, Officers and Management since the 2021 Annual Stockholders' Meeting.

Considering that a majority of the stockholders voted in favor of their approval, confirmation and ratification, all the acts and proceedings of the Board of Directors, Officers and Management since the 2021 Annual Stockholders' Meeting were approved, confirmed and ratified.

**VI. APPROVAL TO ENGAGE IN SECONDARY PURPOSE**

The Chairman announced that the next item in the Agenda is the stockholders' approval of Management's proposal to engage in one of the Corporation's secondary purposes, specifically Article II, Subparagraph 2 which is "to own, operate or manage hotels, resorts, or recreation centers of every type and description." The Chairman explained that under the Revised Corporation Code, engaging in one of the Corporation's secondary purposes requires the approval of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock. She then said that the approval of this proposal will allow the Corporation to engage in other business and increase its potential to generate income.

The Chairman inquired whether there were any questions regarding the proposal. The Secretary replied that no questions were received from the stockholders. The Chairman then advised the stockholders that if they would have questions after the adjournment of the meeting, they are free to email the Corporation and Management will be happy to answer them. She then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the proxies on hand, at least 90.08% voted in favor of allowing the Corporation to engage in its secondary purpose to own, operate or manage hotels, resorts or recreation centers of every type and description.

Since a majority of the stockholders voted in favor of Management's proposal, the said proposal to engage in the Corporation's secondary purpose was approved.

## **VII. APPROVAL TO ENTER INTO A MANAGEMENT CONTRACT**

The Chairman announced that the next item in the Agenda is the proposal to enter into a Management Contract and said that under the Revised Corporation Code, the management contract must be approved by the stockholders owning at least two-thirds (2/3) of the total outstanding capital stock entitled to vote.

The Chairman said that Management has identified its sister company, Montemar Beach Club, as a resort that it would like to invest in and operate. She explained that being close to Manila, Montemar has the potential to become a triple AAA resort given a P150-M capital infusion and able management. She then proceeded to inform the stockholders about the non-negotiable terms and conditions of the management contract with Montemar Beach Club, as follows:

- 1) Appointment and Engagement: The Corporation shall be engaged as exclusive operator of Montemar Beach Club and shall have control and discretion in the operation, direction, management, and supervision of the Club.
- 2) Term: 5 years. Renewable for another term not to exceed 5 years for each renewal.
- 3) Management Fee: The Corporation shall be paid on an annual basis a fixed management fee and a percentage of the Club's net income.

Thereafter, the Chairman informed the stockholders that the finer details of the contract that do not affect the foregoing terms and conditions are still subject to final discussion with Montemar and will have to be approved by its members.

After, the Chairman inquired if there were any questions about the proposal. The Secretary replied that no questions were received from the stockholders. The Chairman then advised the stockholders that if they would have questions after the adjournment of the meeting, they are free to email the Corporation and Management will be happy to answer them. She then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the proxies on hand, at least 90.08% of the total issued and outstanding shares voted in favor of the proposal for the Corporation to invest in and enter into a Management Contract with Montemar Beach Club.

Since a majority of the stockholders voted in favor of Management's proposal, the said proposal was approved.

### **VIII. ELECTION OF DIRECTORS**

The Chairman announced that the next item in the Agenda is the election of directors. She then asked the Secretary to read the names of the nominees.

Before reading out the names of the nominees, the Secretary said that, pursuant to the Revised Corporation Code, the SEC asked the Corporation's directors to conduct an assessment of their performance. He then flashed onscreen the results of the said assessment for the information of the stockholders. A copy of the said assessment is attached hereto as Annex "D".

The Secretary then announced the nominees for the position of director who have been qualified by the Nominations Committee. They are:

Katrina Ponce-Enrile  
Erlinda Bildner  
Santiago Ranada  
Marietta Ilusorio  
Daniel Gutierrez  
Pablo Lobregat  
Prudencio Somera, Jr.  
Victoria de los Reyes  
Oliverio Laperal, Jr.  
Julie Yap-Daza  
Charles J. Horne

Mr. Laperal, Ms. Daza and Mr. Horne are nominees for the position of independent director pursuant to the Manual on Corporate Governance and the Securities Regulation Code.

The Chairman then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the votes submitted by the stockholders that were manually tabulated by the Office of the Corporate Secretary, 90.08% of the total issued and outstanding shares voted in favor of the election of the nominees he just mentioned and that, there being no other nominee, he was pleased to proclaim the said nominees as elected directors for the ensuing year until after the election and qualification of their successors.

The Chairman congratulated the winners, and for the benefit of the stockholders present, once again read out the names of the elected directors:

Katrina Ponce-Enrile  
Erlinda Bildner  
Santiago Ranada

Marietta Ilusorio  
Daniel Gutierrez  
Pablo Lobregat  
Prudencio Somera, Jr.  
Victoria de los Reyes  
Oliverio Laperal, Jr  
Julie Yap-Daza  
Charles J. Horne

#### **IX. APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman announced that the next item in the Agenda is the appointment of the external auditor. She said Management recommends the appointment of Isla Lipana & Co. as external auditor. She then inquired from the Secretary if he had already received the votes from the stockholders.

The Secretary advised the Chairman that based on the votes submitted by the stockholders that were manually tabulated by the Office of the Corporate Secretary, 90.08% of the total issued and outstanding shares voted in favor of the appointment of Isla Lipana & Co. as external auditor.

Considering that a majority of the stockholders voted in favor of its appointment, the auditing firm of Isla Lipana & Co. was appointed as external auditor of the Company.

The Chairman thereupon inquired whether there were other matters to be taken up at today's meeting to which the Secretary replied in the negative.

#### **X. ADJOURNMENT**

There being no further business to discuss, the meeting was adjourned.

  
**JOHN BENEDICT L. SIOSON**  
Corporate Secretary

**ATTEST:**

  
**KATRINA C. PONCE-ENRILE**  
Chairman of the Meeting/President

## ANNEX "A"



Professional Stock Transfer, Inc.

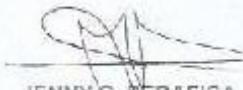
### CERTIFICATION

November 17, 2022

I, Jenny C. Serafica, of legal age, Filipino and with office address at Professional Stock Transfer, Inc., 10<sup>th</sup> Flr., Telecom Plaza Building, 316 Sen. Gil Puyat Avenue, Makati City, hereby certify that:

1. I am the President of Professional Stock Transfer, Inc. (PSTI) a corporation duly organized and existing under and by virtue of the laws of the Philippines.
2. PSTI is the stock transfer agent of **PHILCOMSAT HOLDINGS CORPORATION (PHC)** a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office at 12<sup>th</sup> Floor Telecom Plaza Bldg., 316 Sen Gil Puyat Ave., Makati City 1209.
3. as stock transfer agent of PHC, PSTI maintains the shareholdings records of the shareholders of PHC.
4. that the total shares represented in proxies and in persons for the Annual Stockholders Meeting of Philcomsat Holdings Corporation scheduled on November 21, 2022 is 897,500,733 shares equivalent to 90.08% of the total 996,391,254 outstanding shares of Philcomsat Holdings Corporation as of October 21, 2022.

This certification is for the Annual Stockholders' Meeting of Philcomsat Holdings Corporation on November 21, 2022.



JENNY C. SERAFICA  
President

**DIRECTORS AND OFFICERS PRESENT:**

**Directors:**

**Katrina C. Ponce-Enrile**  
**Erlinda I. Bildner**  
**Santiago J. Ranada**  
**Pablo L. Lobregat**  
**Danilo C. Gutierrez**  
**Marietta K. Ilusorio**  
**Victoria C. de los Reyes**  
**Julie Yap-Daza**  
**Oliverio L. Laperal, Jr.**  
**Prudencio C. Somera, Jr.**  
**Charles J. Horne**

**Officers:**

**Manolita L. Morales**  
**Bernadette Y. Blanco**  
**John Benedict L. Sioson**  
**Jose Pio J. Seva**

## **ANNEX “B”**

### **PRESIDENT’S REPORT**

**November 21, 2022**

I am pleased to report to you that the Company continues to invest in high yielding financial assets and consequently, its total assets increased from ₦1.50 billion at year-end 2020 to ₦1.54 billion at year-end 2021, with a slight decrease to ₦ 1.47 billion as of the 3<sup>rd</sup> Quarter of 2022. This resulted in a slight decrease in the book value per share from ₦1.52 per share in 2021 to ₦1.49 per share as of the 3<sup>rd</sup> Quarter of 2022.

As you know, our Articles of Incorporation limit the Company’s activities to money market operations and investing in financial assets and stocks in other companies. Despite the steady increase in shareholder value, Management believes that the Corporation must diversify its business in order to sustain this increase in the coming years, especially since after the pandemic there has been a dearth of investment opportunities.

Along with consultants, we looked into different businesses. They recommended that the Corporation should go into hotel and resort management and operation since this is allowed under one of the secondary purposes of our Corporation. Montemar Beach Club is a sister company of the Corporation, can provide this opportunity for the Corporation to begin its venture into resort operations as it has been looking for both funds and a competent management team. It is for this reason that we request for the stockholders’ approval to engage in this secondary purpose and to enter into a Management Contract with the Montemar Beach Club.

We are optimistic that with a modest investment and an attentive management, we can transform Montemar Beach Club into a world-class resort with an eco-tourism focus. And our Corporation will also benefit as we intend to tie our Management Fees to a percentage of the income of the resort.

This is the best business proposal among the many that we had seen in the past seven years. And we believe that this will finally pave the way for our regrading in the stock exchange. We would like to thank all our stockholders for their patience and confidence in the Board and Management team.

I will now turn the floor over to our CFO and Treasurer, Ms. Lin Bildner for the highlights of the Company’s financial performance.

## **ANNEX “C”**

### **TREASURER’S REPORT** **November 21, 2022**

I am pleased to report the results of operations for 2021 and the first three quarters of 2022, copies of which are available on PSE Edge and our website.

In 2021, the Corporation generated revenue of P57.3 million compared to P54.3 million in 2020. Total comprehensive income in 2021 increased to P38.0 million compared to P23.7 million in 2020. Costs and expenses increased slightly to P38.3 million in 2021 compared to P34.5 million in 2020. As a result, we realized a net income of P20.2 million, an increase from the P18.8 million earned in 2020. We would like to remind our stockholders that 2021 was marked by two lengthy lockdown periods for which there were very few investment opportunities available and interest rates were down.

As stated by our Chairman earlier, our total asset level increased to P1.54 billion at year end 2021 from P1.50 billion in 2020. Please note that current assets, available-for-sale financial assets and receivables of P1.53 billion make up over 99% of our total assets, making our Company extremely liquid. Stockholders’ equity increased to P1.51 billion in 2021 from P1.47 billion in 2020.

In the first three quarters of 2022, the Corporation generated gross revenue of P46.89 million, a sizeable increase from the P33.6 million we generated during the same period in 2021. After deducting our gross expenses and income tax expense, our net income after tax stands at P27.9 million for the first three quarters of 2022 compared to P14.4 million for the same period in 2021. By the end of the third quarter of 2022, while our book value per share slightly decreased to P1.49 from P1.52 as of 2021, this is still a significant milestone, given that less than ten years ago, the book value had been languishing at P0.85, well below par value of P1.00, owing to the years of profligate spending and plunder by the group of private directors and the PCGG who managed this company before our team took over. Thus, the rise in book value from P0.84 to P1.49 per share represents an 77% increase, a substantial appreciation to the value of PHC shares.

While our investment in the VSAT project of Philcomsat did not pan out as expected, we still consider ourselves fortunate as our diversified portfolio has enabled us to minimize our risk exposure and maximize whatever gains could be achieved during these trying times. While our auditors have begun the process of working on our financial statements, we are confident that we will end 2022 with a respectable profit from operations.

With the approval of the stockholders of the proposals to engage in one of our secondary purposes as well as to enter into a Management Contract we are confident that 2023 will be an even better year for our Corporation.

This concludes my report, Madame Chairman.



## ANNEX "D"

### PHILCOMSAT HOLDINGS CORPORATION Board of Directors

#### ASSESSMENT

1 – Excellent/Strongly Agree | 2 – Above Average/Agree | 3 – Average/Neutral | 4 – Below Average/Disagree | 5 – Needs Improvement / Strongly Disagree

#### • Self-Assessment

Statement	Average Rating
I understand the vision, mission and strategies of the Company	<b>1.1</b>
I understand the duties and responsibilities as a director and member of the Board	<b>1.1</b>
I keep myself updated on developments in good corporate governance	<b>1.2</b>
I have adequate working knowledge of the statutory and regulatory requirements affecting the Company	<b>1.2</b>
I actively participate in Board/Committee meeting/s and deliberation/s	<b>1.1</b>
I am committed to carrying out my duties and responsibilities as a director and/or member of Committee/s in the best interest of the Company	<b>1.1</b>
I ensure confidentiality of information acquired by reason of my position as a member of the Board	<b>1.1</b>
I avoid situation/s that may place my interest/s in conflict with the Company, and ensure that I will immediately disclosure such conflict that occurs, if any	<b>1.1</b>

#### • Board

Statement	Average Rating
The size and composition of the Board is sufficient to bring the required knowledge, skills, abilities and diversity	<b>1.2</b>
The Board possesses the necessary skills to address the current issues of the company	<b>1.5</b>
The directors have sufficient independence to ensure that the Board and management are performing their respective duties and responsibilities in accordance with the company's strategic direction	<b>1.4</b>
The Board receives continuing education to update directors of relevant developments that impact the company	<b>1.5</b>
Board meetings are scheduled and held in such frequency and duration sufficient to ensure proper coverage of the Board's responsibilities	<b>1.7</b>
The Board continuously monitors the implementation of plan/s, strategy/ies, and/or proposal/s to determine the necessity of adjusting the same accordingly to adapt to circumstance/s	<b>1.4</b>
The Board is committed to good corporate governance and ensures that the Company is operated in accordance therewith	<b>1.2</b>

#### • Committees

Statement	Average Rating
The power delegated to the Committees is appropriate and effective	<b>1.5</b>
The Committees provide the Board with regular reports and updates, or information on developments that may require immediate board action and/or approval	<b>1.8</b>
Committee meetings are scheduled and held in such frequency and duration sufficient to ensure proper coverage of each Committee's responsibilities	<b>2</b>

#### • Management

Statement	Average Rating
The Board effectively monitors, manages, and evaluates management's performance	<b>1.4</b>
Management provides the Board with regular reports and updates, or information on developments that may require immediate board action and/or approval	<b>1.4</b>
The Board is confident in Management's ability to carry out its plan/s, strategy/ies, target/s, and goal/s, in line with the interest of the Company	<b>1.1</b>