

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

Held on 20 November 2023
By Remote Communication

NO. OF STOCKHOLDERS PRESENT AND VOTES CAST:

(Please refer to Annex "A")

I. CALL TO ORDER

The President, Atty. Victoria C. de los Reyes, 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 and recording the proceedings, the President called the meeting to order and presided over the same.

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, SEC Memorandum Circulars Nos. 3 and 6, Series of 2020 and SEC Notice dated March 13, 2023 stockholders were notified about today's meeting via an alternative mode or through publication of the Notice of Meeting in the Manila Times and Malaya, both newspapers of general circulation, in both print and online format on October 26 and 27, 2023, 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, 2023. 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 893,351,733 shares or 89.66% 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 November 21, 2022. She said that a copy of the minutes has been posted on the Corporation's website since November 25, 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 89.66% of the total issued and outstanding capital stock voted in favor of the approval of the minutes of the Annual Stockholders' Meeting held on November 21, 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 November 21, 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, 2022. 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, 89.66% 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, 2022.

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, 2022, 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 2022 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, 89.66% 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 2022 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 2022 Annual Stockholders' Meeting were approved, confirmed and ratified.

VI. 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:

Erlinda Bildner
Santiago Ranada
Marietta Ilusorio
Daniel Gutierrez
Pablo Lobregat
Kara Nicole Ponce Enrile-Rhounimi
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, 89.66% 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:

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

VII. 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, 89.66% 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.

VIII. ADJOURNMENT

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


JOHN BENEDICT A. SIOSON
Corporate Secretary

ATTEST:


VICTORIA C. DE LOS REYES
Chairman of the Meeting/President

ANNEX "A"



CERTIFICATION

November 16, 2023

I, Crescencio P. Montemayor, of legal age, Filipino and with office address at Professional Stock Transfer, Inc., 10th 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 12th 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 20, 2023 is 893,351,733 shares equivalent to 89.66% of the total 996,391,254 outstanding shares of Philcomsat Holdings Corporation as of October 23, 2023.

This certification is for the Annual Stockholders' Meeting of Philcomsat Holdings Corporation on November 20, 2023.



CRESCENTIO P. MONTEMAYOR
President

DIRECTORS AND OFFICERS PRESENT:

Directors:

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

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. Our total assets however slightly decreased to P1.481 billion at year-end 2022 compared to P1.542 billion at year end 2021. We are however recouping and currently stand at P1.485 billion as of the 2nd Quarter of 2023. Our book value per share at year-end 2022 was P1.45 per share compared to P1.52 per share in 2021. Please note that while our income and expenses remained steady, we had an extraordinary increase in liabilities as we paid out dividends to all our stockholders last year. We hope that you were able to receive your checks and that you were pleased at the return on your investment.

If you recall, the stockholders authorized the Corporation to engage in hotel and resort management. Our former President, Ms. Katrina Ponce-Enrile, was in the midst of studying how our Company can best assist the Montemar Beach Club when she was appointed to work in the government as Administrator and Chief Executive Officer of the Cagayan Export Zone Authority. I am certain that after today’s meeting with the election of directors and the appointment of new Management, we will be able to pick up where Ms. Ponce-Enrile left off. We also realize that this was the business that we will be presenting to our regulators for the eventual trading of our shares. For this we request the stockholders for a little more time to finish this project.

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 Assistant Treasurer, Ms. Manolita Morales for the highlights of the Company’s financial performance.

ANNEX "C"**TREASURER'S REPORT**
November 20, 2023

I am pleased to report the results of operations for the year ended 2022 and the first two quarters of 2023, copies of which have been available on PSE Edge and our website since September this year. The 3Q report has just been posted.

The Company is primarily invested in financial assets, in fixed-income instruments and equity issues. The year 2022 is characterized as the year of bouncing back from the economic downturn brought about by the COVID-induced pandemic; the Philippine economy ended the year with the fastest growth rate over 7%. Towards yearend however, rising inflation and high interest rates in the Philippines and in the US caused significant losses in bond and stock values. It is said that 2022 is the worst year ever for the US stock and bond market since 2008.

In 2022, the Corporation generated revenue of P63.5 million compared to P57.3 million in 2021. Costs and expenses decreased slightly to P33.3 million in 2022 compared to P38.4 million in 2021. Hence, net profit increased to P35M in 2022, up by 75% from the previous year's level of P20M. A total comprehensive net loss of P14.3M was however registered in 2022 compared to a total comprehensive income in 2021 of P38M because of unrealized losses arising from fair valuation of financial assets.

Our total asset level decreased to P1.48 billion at year end 2022 from P1.54 billion in 2021. As in the previous years, our Company remains extremely liquid as current assets, available-for-sale financial assets and receivables of P1.47 billion comprise over 99% of our total assets. Stockholders' equity decreased to P1.43 billion in 2022 from P1.51 billion in 2021.

In the first two quarters of 2023, the Corporation generated revenue of P25.5 million, a slight decrease from the P30.6 million we generated during the same period in 2022. After deducting our gross expenses and income tax expense, our net income after tax stands at P7.8 million for the first two quarters of 2023 compared to P18.3 million for the same period in 2022. By the end of the second quarter of 2023, our book value per share slightly increased to P1.46 from P1.45 as of yearend 2022. This represents a 74% increase in value since the present management took over from the PCGG group.

With our investment in the Asian Breast Center in place this year and the availability of higher yield instruments, we project to end the year with a respectable net income and further improved shareholder value.

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	1.1
I understand the duties and responsibilities as a director and member of the Board	1.1
I keep myself updated on developments in good corporate governance	1.2
I have adequate working knowledge of the statutory and regulatory requirements affecting the Company	1.2
I actively participate in Board/Committee meeting/s and deliberation/s	1.1
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	1.1
I ensure confidentiality of information acquired by reason of my position as a member of the Board	1.1
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	1.1

• Board

Statement	Average Rating
The size and composition of the Board is sufficient to bring the required knowledge, skills, abilities and diversity	1.2
The Board possesses the necessary skills to address the current issues of the company	1.5
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	1.4
The Board receives continuing education to update directors of relevant developments that impact the company	1.5
Board meetings are scheduled and held in such frequency and duration sufficient to ensure proper coverage of the Board's responsibilities	1.7
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	1.4
The Board is committed to good corporate governance and ensures that the Company is operated in accordance therewith	1.2

• Committees

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

• **Management**

Statement	Average Rating
The Board effectively monitors, manages, and evaluates <u>management's performance</u>	1.4
Management provides the Board with regular reports and updates, or information on developments that may require immediate board action and/or approval	1.4
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	1.1