GUIDELINES FOR THE SEPTEMBER 27, 2026 STOCKHOLDERS MEETING

The 2026 Annual Stockholders' Meeting ("ASM") of VALLEY GOLF & COUNTRY CLUB, INC. (or "Club") is scheduled on September 27, 2026 at 4:00 PM (Manila Time).

We are pleased to inform our stockholders that VALLEY GOLF & COUNTRY CLUB, INC. will be conducting its 2026 ASM in person and/or via **hybrid** communication as authorized and provided for in SEC Memorandum Circular No. 6, series of 2020. The Board of Directors of the Club has approved a resolution authorizing the stockholders to participate in the 2026 ASM in person and/or via hybrid communication and exercise their right to vote in absentia from the safety and comfort of their own homes.

1. GENERAL GUIDELINES:

1.1. The Notice of the Stockholders' Meeting and attachments (Minutes of the 2025 Annual Stockholders' Meeting, Summary of Board Resolutions, Rules for the Election of Directors, List of Candidates and Calendar) will be sent to all Stockholders on record as of August 1, 2026 thru email. The Notice and the attached documents shall likewise be posted on the front page of the Club website and can be accessed by any proprietary member by logging in to our website using his/her account number and password.

NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

TO: ALL STOCKHOLDERS
VALLEY GOLF & COUNTRY CLUB, INC.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. will be conducted in **hybrid** format (a combination of in-person and **hybrid** attendance) on September 27, 2026 at 4:00P.M. as provided for in the Minutes of the Meeting dated July 18, 2026, wherein the Board of Directors approved the conduct of the annual meeting in hybrid format.

Voting by bonafide VGCCI stockholders of record *in absentia* will be through the Club's secure online voting facility or by appointing a proxy. The in-person meeting will be held at the Founders' Hall, Main Clubhouse, Valley Golf & Country Club, Don Celso Tuason Ave., Antipolo City and will be live streamed through an online live broadcast.

Stockholders who wish to participate in the meeting, whether in-person or **hybrid**, must register at the VGCCI 2026 ASM website <www.valleygolfelection.com> and email supporting documents listed therein to admin@valleygolf.com.ph on or before September 22, 2026. All documents submitted will be subject to verification and validation by the Corporate Secretary. Stockholders who wish to attend in-person must email the Corporate Secretary at admin@valleygolf.com.ph to be counted for in-person attendance. Kindly note that in-person attendance will be limited to the first one hundred (100) Stockholders who registered via email as set forth above.

Stockholders intending to exercise the right to vote *in absentia* should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

Elections for Members of the Board shall likewise be held on September 23 (8:00 a.m.) up to September 24, 2026 (5:00 p.m.) for members Voting in Person online and September 25, 2026 (from 8:00 a.m. to 5:00 pm) for those Voting by Proxy online.

AGENDA

1. Call to Order
2. Corporate Secretary's Certification of Service of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on September 28, 2025
4. Matters arising from the Minutes and action taken.
5. Financial Report of the Treasurer
6. President's Report
7. Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2025 to June 30, 2026)
8. Appointment of External Auditor
9. Amendment of Articles of Incorporation
10. Amendment of By-Laws
11. Election of Directors
12. Other Matters
13. Adjournment

1.2. There will be audio and video recordings of the meeting.

1.3. Stockholders intending to participate by **hybrid** communication and exercise the right to vote in absentia should notify Valley Golf by sending an e-mail to admin@valleygolf.com.ph and submit a fully accomplished and signed Letter of Intent (LOI) and Data Privacy Consent form.

1.4. Each Stockholder will be given a One Time Password (OTP) sent thru email. In case he intends to participate by **hybrid** communication and exercise his right to vote in absentia

1.5. All information and documents submitted online shall be subject to verification and validation by the Office of Membership and Internal Audit.

1.6. After verification and validation, an e-mail confirmation will be sent by Club.

1.7. A notification for the opening of online voting system shall be sent to the stockholders.

1.8. The procedures for online voting in absentia, and participation in the meeting through **hybrid** communication can be accessed through the Club's website, www.valleygolf.com.ph.

1.9. Stockholders who have the issued OTP can vote in absentia and access the online livestreaming of the annual stockholders' meeting. You will not be able to vote through the Online Voting System/ Portal if you do not have the OTP

1.10. Stockholders intending to participate by appointing a proxy should submit their proxy forms not later than 5:00 p.m. on September 17, 2026.

1.11. Stockholders who have no email address may submit their proxy (hard copies) at the Registration area.

1.12. Only Stockholders who have submitted the information and registration requirements, completed the online registration process, received confirmation of their registration and received the OTP can vote and participate in the meeting through **hybrid** communication or vote in absentia.

1.13. To protect your privacy, personal data and information, identity, and rights as a stockholder, the Club **highly discourages** the use of an email address that does not belong to you. Please remember that your log-in credentials to the Online Voting System/Portal and live stream invitation, as well as official communications from the Club will be sent to this email address hence, we advise that you use your own active personal email address.

The Club likewise discourages the use of the following:

- Inactive email addresses
- Email addresses of family members
- Work emails (non-personal)
- Compromised emails or emails with two or more people having access

2. CONDUCT OF THE STOCKHOLDERS' MEETING

2.1 The 2026 Annual Stockholders' Meeting will be conducted under a hybrid setup. Stockholders may attend the meeting in person at the club or participate remotely via www.valleygolfelection.com. In-person attendance is strictly limited to the first one hundred (100) stockholders who register.

All stockholders must register their email address to our membership office on or before September 22, 2026.

Supporting documents must be emailed to membership@valleygolf.com.ph to complete the registration process. The email address used to send these documents will be treated as the stockholder's official email of record. All submitted documents are subject to verification and validation by the Corporate Secretary.

Documentary Requirements
For individual stockholders:

- Individual stockholders must submit a valid government-issued ID in JPG format.
- A valid and active personal contact number

For corporations:

- Corporations must provide a scanned Board Resolution and/or Secretary's Certificate and/or authorization authorizing their representative to vote.
- Corporate representatives must also submit a valid government-issued ID and their contact details.
- A valid and active contact number of the representative

2.2 Stockholders must use their registered email address to log in to the portal. A one-time passcode (OTP) will be sent to the registered email address for account verification. After entering the OTP, stockholders will be redirected to the voting portal. Participants are required to agree to the Privacy Notice and consent to the processing of their data.

2.3 Remote participants should download the Zoom Workplace app prior to the meeting. A stable internet connection is highly recommended for registration, voting, and viewing the livestream.

2.4 Stockholders of record who have completed the OTP verification will be provided with a direct link to the livestream broadcast of the 2026 Annual Stockholders' Meeting (ASM).

2.5 Stockholders are advised to ensure a stable internet connection during online registration, voting, and the viewing of the 2026 ASM livestream.

2.6 Items on the Agenda, along with questions, suggestions, or comments submitted via email, will be presented sequentially during the meeting alongside the voting results for each item.

2.7 The main page of the Club's website will provide a direct link to the full recording of the meeting.

2.8 Only the specific items listed in the agenda and the official election results will be taken up during the meeting.

2.9 The Board of Directors, members of the Committee on Election (COMELEC), stockholders, and administrative support staff will be present for this hybrid meeting.

2.10 A link to the audio and video recordings of the 2026 ASM livestream will be made available on the Club's website following the event.

2.11 Stockholders may submit questions, comments, or objections regarding any Agenda item until 5:00 p.m. on September 25, 2026.

2.12 Valid submissions will be posted with their corresponding replies during the livestream of the 2026 ASM.

2.13 Any questions or comments received after the deadline will be answered directly by Management via email to the concerned stockholder. Additional inquiries may be directed to officeofthepresident@valleygolf.com.ph.

2.14 An open forum will be held for all on-site attendees for a total of 20 minutes.

2.15 Information will be disseminated via the Club website, which includes a dedicated section for "Frequently Asked Questions." Stockholders are highly encouraged to visit the FAQ page prior to sending specific inquiries.

3. PROXIES

3.1 Proxies.

3.1.1 Stockholders may request for the Pre-numbered Proxy form at the office of the Human Resource Department. A stockholder can request a maximum of 20 proxy forms per day except when the requesting stockholder is a candidate who may request a maximum of 100 proxy forms per day.

3.1.2 The member may choose to execute a proxy form in favor of another member to exercise his right to vote.

3.1.3 Unless the reason for replacement is due to death or severe physical, mental or medical incapacity to discharge the representative's functions under the proxy, once the proxy form has been validated, the same shall be deemed final, without prejudice to the right of the Stockholder to personally appear to cancel the proxy form and cast his vote before his proxy or assignee shall have cast a vote on his behalf.

3.2 After the proxy forms are properly accomplished, the same may be submitted at the Human Resource Department.

3.3 If the proxy form is submitted with 2 or more names of proxies for the election of the members of the Board of Directors, it will be invalid for voting and considered for quorum purposes only. If the proxy form is corrected before submission, then it is valid. If a Stockholder signs 2 or more proxy forms in favor of 2 different persons and the 2 proxies submit both proxy forms signed by the same stockholder for the election of the members of the Board of Directors, the proxies are invalid for voting and will be considered for quorum purposes only. This is without prejudice to the right of the stockholder to exercise his/her right to vote online, either **hybrid** or in person.

3.4 In case of loss or destruction of the numbered proxy form, the stockholder concerned may request a Replacement Proxy form. The stockholder must submit a notarized affidavit of the Request for Replacement Form citing the reason for the request.

3.5 In case of a corporate stockholder, the person appearing before the Committee should be equipped with a duly notarized Secretary's Certificate showing that he is authorized to cause the cancellation of the subject proxy form.

3.6 Once a Replacement Proxy Form has been issued, the Original Proxy form shall be automatically canceled and can no longer be used even if subsequently found.

3.7 All Proxy forms submitted before the Human Resource Dept. will be subject to Internal Audit Procedure.

4. ONLINE VOTING PROCEDURE

4.1 The Annual Stockholders Meeting (ASM) webcast uses an entirely different secure system. For cyber security purposes, the Online Voting System/Portal also uses a separate, secure system or platform.

4.2 An electronic absentee ballot will be available upon login of all registered Stockholders in the front-page portion of the website dedicated for the Stockholders Meeting. OTP is required for login in the voting system. The Stockholder will receive his/her OTP through the registered email, while Proxyholders will be sent a separate OTP for voting through Proxy. All agenda items in the Notice of the Stockholders' Meeting may be voted upon as follows:

4.3 For all items in the Agenda except the Election of Directors, the Stockholder/Proxyholder will click any of the following:

STEP 1: Access the Portal (www.valleygolfelection.com). Open the Online Voting Portal by clicking the link provided in your email. You may also access the portal by clicking the VOTE icon on the official website.

STEP 2: Enter the log-in credentials provided and click LOGIN.

STEP 3: The stockholders may vote on each item in the amendments and agenda item. A brief description of each item for the stockholder's approval is appended to the NOTICE OF MEETING.

4.3.1 Voting for the Amendments of Articles of Incorporation and By-Laws

Vote "Favor" or "In Favor" on each item in the proposed amendments.

4.3.2 Voting for the Other Items in the Agenda

Vote "Yes", "No", or "Abstain" on each agenda item for approval.

4.3.3. Voting for the Election of Directors by Stockholders and Proxyholders

4.3.3.1 Electronic Ballot for the Stockholder – the registered Stockholder shall indicate the number of votes for each candidate by following the step-by-step procedure on the ballot. The number of votes shall not exceed the number of shares owned by the stockholder multiplied by nine (9).

4.3.3.2 Electronic Ballot for the Proxyholder – the registered Proxyholder shall indicate the number of votes for each candidate by following the procedure on the ballot. The number of votes shall not exceed the number of valid proxies multiplied by nine (9).

4.3.3.3 For election of directors, vote for nine nominees, withhold vote for any of the nominees, or vote for certain nominees only.

Note: The stockholder may vote such number of shares for as many persons as there are directors to be elected or cumulate such said shares and give one candidates as many votes as the number of directors to be elected multiplied by the number of shares owned, or distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder multiplied by nine (9). The seven candidates for regular directors and the two candidates for independent directors with the most number of votes shall be declared elected.

STEP 4: Review your votes, click SUBMIT. You will be directed to a summary page to review your choices.

STEP 5: Final Submission, if satisfied with your selections, SUBMIT once more.

Once submitted, you cannot modify your ballot.

You will receive an automated email confirming that your votes have been successfully recorded by the Club.

STEP 6: The Stockholder/Proxyholder will logout from the system.

Note: A stockholder who personally casts his vote or votes through a proxy online shall be considered present for purposes of determining quorum even if he or his proxy does not join the webinar during the stockholders' meeting itself.

4.4 Stockholders who have not issued a proxy (or have decided to disregard the same) and wish to vote online will be counted for quorum purposes thru the authorization that will be confirmed before access is allowed in the voting system.

4.5 An in house developed system will count and tabulate the votes cast in absentia through the Voting System/Portal.

4.6 The Comelec and an independent auditor shall validate the voting results and report the same to the Stockholders during the ASM.

5. **Schedule of Voting**

September 23 – 24, 2026 (Wednesday- Thursday)	Stockholders online voting from September 23 (8:00 a.m.) up to September 24, 2026 (5:00 p.m.)
September 25, 2026 (Friday)	Voting by Proxyholders online from 8:00 a.m. to 5:00 p.m.

Voting by the stockholders can only be done exclusively through the Online Voting System/Portal stated above and not during the live stream broadcast on September 27, 2026.

6. Data Privacy and System Integrity

The in-house developed system ensures the integrity and confidentiality of the election process through the following measures:

All personal and voting data processed through the Voting System/Portal are handled in strict accordance with the Data Privacy Act of 2012 to ensure the confidentiality of every stockholder.

Access to the portal is restricted to authorized stockholders only, and every system interaction by both users and internal modules is captured in an encrypted, non-alterable audit log.

The system utilizes secure protocols to ensure that all votes cast in absentia are encrypted during transmission and remain protected within the database.

To maintain transparency and security, the COMELEC and an independent auditor will conduct a formal verification of the tabulated results on September 26, 2026.

The in-house platform is subject to regular security monitoring to prevent unauthorized access and to safeguard the accuracy of the final count before the official announcement on September 27, 2026.

7. **OTHER MATTERS TO ADDRESS ADMINISTRATIVE, TECHNICAL AND LOGISTICAL ISSUES.**

7.1. The Club is not responsible for the reliability, stability, or the speed of the hardware and software of the computer or device being used by the stockholder, nor shall the Club be responsible for the connection, speed, and stability of the internet connection of the computer or device of the stockholder when using the Online Voting System, and Livestream Broadcast of the 2026 Annual Stockholders Meeting (ASM).

7.2. The Club has taken all necessary steps and precautions within its power to ensure the security of the Online Voting System and Livestream Broadcast. This notwithstanding, should the Club detect any unauthorized third-party access, intrusion, interference, and/or interruption with said systems, which in the sole determination of the Club poses a risk of disclosure of personal and private data or may result in a breach of data privacy laws and regulations, the Club reserves the right to immediately disable any of the systems without prior notice.

Atty. Allan Jocson
Corporate Secretary