

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF TARLAC ELECTRIC INC.
HELD ON JUNE 28, 2024 AT 10 A.M.
VIA MICROSOFT TEAMS**

Common Stockholders Present:

| Stockholder | Position | No. Shares Owned | Percentage of Ownership | Representative |
|---|---|-------------------------|--------------------------------|-------------------------|
| Vitus M. Romero | President and General Manager, Director | 582,600 | 10.13% | N/A |
| Dagupan Electric Corporation | Stockholder | 400,000 | 6.96% | Deon James |
| ABWR888 Holdings | Stockholder | 380,000 | 6.61% | Virgilio M. Romero |
| RDGuzman Inc. | Stockholder | 160,000 | 2.78% | Kathleen Joy F. Navarro |
| EDM Construction and General Services Corp. | Stockholder | 65,000 | 1.13% | Emmanuel D. Mariano |
| Anna Bianca R. Morales | Stockholder | 50,000 | 0.87% | N/A |
| Maria Elisa B. Abaya | Treasurer and Treasury Head; Stockholder | 24,000 | 0.42% | N/A |
| Vivencio M. Romero Jr. | Chairman of the Board | 23,999 | 0.42% | N/A |
| Henry John G. Sacaguing | Network Services Head, Stockholder | 23,870 | 0.42% | N/A |
| Floriza D. Forlales | Compliance Officer; Stockholder | 20,000 | 0.35% | N/A |
| Lorna J. Ragasa | Stockholder | 10,000 | 0.17% | N/A |
| Roy Y. Yutuc | Stockholder | 5,500 | 0.10% | N/A |
| Alvin T. Mercado | Stockholder | 3,250 | 0.06% | N/A |
| Venus M. Romero | Vice-President and ITCS Head; Director; Stockholder | 2,800 | 0.05% | N/A |

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| Maria Victoria R. San Pascual | Director; Stockholder | 2,800 | 0.05% | N/A |
| Leandro Rodel V. Atienza | Corporate Secretary; Stockholder | 2,630 | 0.05% | N/A |
| Virgilio M. Romero | Stockholder | 2,600 | 0.05% | N/A |
| Kathleen Joy F. Navarro | Stockholder | 850 | 0.01% | N/A |
| Razel V. Tipay | Stockholder | 400 | 0.01% | N/A |
| Miriam S. Galvez | Independent Director; Stockholder | 1 | 0.00% | N/A |
| | | | | |
| Sub total: | | 1,760,300 | 30.61% | |

Common Stockholders Represented by Proxy:

| Stockholder | Position | No. Shares Owned | Percentage of Ownership | Proxy |
|------------------------------|-----------------|-------------------------|--------------------------------|-------------------------------|
| Maria Veronica M. Romero | Stockholder | 582,600 | 10.13% | Vitus M. Romero |
| Ana Cecilia R. San Pascual | Stockholder | 580,000 | 10.09% | Maria Victoria R. San Pascual |
| J-Ten Equities, Inc. | Stockholder | 400,000 | 6.96% | Vivencio M. Romero, Jr. |
| Mavwin Properties, Inc. | Stockholder | 300,000 | 5.22% | Vivencio M. Romero, Jr. |
| Rodolfo Vivencio K. Romero | Stockholder | 290,000 | 5.04% | Venus M. Romero |
| Frances Bernadette K. Romero | Stockholder | 290,000 | 5.04% | Venus M. Romero |
| New Move Realty, Inc. | Stockholder | 200,000 | 3.48% | Vivencio M. Romero, Jr. |
| Anna Marie M. Duldulao | Stockholder | 166,866 | 2.90% | Vivencio M. Romero, Jr. |
| Aileen M. Zurbano | Stockholder | 166,667 | 2.90% | Vivencio M. Romero, Jr. |
| Anne M. Lacsamana | Stockholder | 166,667 | 2.90% | Vivencio M. Romero, Jr. |
| Alejandro Emilio B. Romero | Stockholder | 139,850 | 2.43% | Vivencio M. Romero, Jr. |
| Paul Martin B. Romero | Stockholder | 139,850 | 2.43% | Vivencio M. Romero, Jr. |
| Marga Isabel B. Romero | Stockholder | 139,850 | 2.43% | Vivencio M. Romero, Jr. |

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|------------------------|-------------|------------------|---------------|-------------------------|
| Angela Marie B. Romero | Stockholder | 139,850 | 2.43% | Vivencio M. Romero, Jr. |
| Aisha Bea W. Romero | Stockholder | 50,000 | 0.87% | Virgilio M. Romero |
| Aleck Bowen W. Romero | Stockholder | 50,000 | 0.87% | Virgilio M. Romero |
| Aaron Benzi W. Romero | Stockholder | 50,000 | 0.87% | Virgilio M. Romero |
| Antonina S. Añover | Stockholder | 28,000 | 0.49% | Vivencio M. Romero, Jr. |
| Ignacio Samuel Añover | Stockholder | 27,000 | 0.47% | Vivencio M. Romero, Jr. |
| Ana Elsa G. Bondoc | Stockholder | 22,500 | 0.39% | Vivencio M. Romero, Jr. |
| Alma M. Macapinlac | Stockholder | 3,000 | 0.05% | Vivencio M. Romero, Jr. |
| Linett P. Bondoc | Stockholder | 3,000 | 0.05% | Vivencio M. Romero, Jr. |
| Romeo T. Dizon | Stockholder | 3,000 | 0.05% | Vivencio M. Romero, Jr. |
| Romir C. Dizon | Stockholder | 1,500 | 0.03% | Vivencio M. Romero, Jr. |
| Rodel C. Dizon | Stockholder | 1,500 | 0.03% | Vivencio M. Romero, Jr. |
| Sub-Total | | 3,941,700 | 68.55% | |
| | | | | |
| Total | | 5,702,000 | 99.17% | |

Common Stockholders Absent:

| Stockholder | Position | No. Shares Owned | Percentage of Ownership |
|----------------------|-----------------|-------------------------|--------------------------------|
| Willand C. Kabigting | Stockholder | 45,000 | 0.78% |
| Grelson A. Manuel | Stockholder | 1,000 | 0.02% |
| Vladimir A. Manuel | Stockholder | 1,000 | 0.02% |
| Bonjour A. Manuel | Stockholder | 1,000 | 0.02% |
| Sub-total: | | 48,000 | 0.83% |

Grand Total:

100%

Others Present:

| | |
|----------------------|--|
| Mr. Boyet Murcia | <i>P&A Grant Thornton – External Auditor</i> |
| Ms. Vier Aznar | <i>P&A Grant Thornton – External Auditor</i> |
| Mr. Ramil Nanola | <i>P&A Grant Thornton – External Auditor</i> |
| Mr. Edcel Costales | <i>P&A Grant Thornton – External Auditor</i> |
| Mr. Irish Paul Reyes | <i>P&A Grant Thornton – External Auditor</i> |
| Mr. Peter Nepomuceno | <i>J-Ten Equities, Inc.; Mavwin Properties, Inc.</i> |
| | <i>New Move Realty, Inc. – Observer</i> |
| Mr. Rene Llames | <i>Dagupan Electric Corporation - Observer</i> |

PRELIMINARIES:

The Corporate Secretary, Atty. Leandro Rodel V. Atienza, discussed some preliminary matters in relation to the meeting:

- That the proceedings was being recorded to allow proper documentation by the Corporation and that by staying logged in, the participants deemed to have given their consent to the recording;
- That should there be questions from the stockholders on any of the items to be discussed, the stockholders were requested to raise their hand through Microsoft teams to be recognized; lastly
- That for purposes of documenting the attendance for the meeting, all participants were requested to turn on their cameras for a quick screenshot.

MEETING PROPER:**I. CALL TO ORDER/ CALLING OF THE ROLL**

The Company's 2024 Annual Stockholders' Meeting was called to order at 10:02 a.m. on June 28, 2024 by the Chairman of the Board, Engr. Vivencio M. Romero, Jr., who presided the meeting via Microsoft Teams at the Company's Main Office at Mabini St., Tarlac City. The Corporate Secretary, Atty. Leandro Rodel V. Atienza, assisted by Assistant Corporate Secretary, Atty. Fredrick Rodel V. Atienza, took the minutes of the meeting.

Prior to the actual conduct of the meeting, Ms. Floriza Forlales led a short prayer.

The Chairman introduced the members of the Board of Directors who were present during the meeting:

- Vitus M. Romero
- Maria Victoria R. San Pascual
- Venus M. Romero

- Miriam S. Galvez, independent director; and
- Vivencio M. Romero, Jr., the Chairman of the Board

The Chairman likewise introduced the Company's Corporate Secretary and Assistant Corporate Secretary, Atty Leandro Rodel Atienza and Atty. Fredrick Rodel V. Atienza, respectively. Finally, the Chairman acknowledged the presence of the Company's external auditor, P&A Grant Thornton represented by the following:

1. Mr. Boyet Murcia - CEO
2. Mr. Vier Aznar – COO
3. Mr. Ramil Nanola – Audit and Assurance Practice Leader
4. Mr. Edcel Costales – Audit Partner
5. Mr. Irish Paul Reyes – Audit Manager

II. SECRETARY'S PROOF OF NOTICE OF MEETING

The Corporate Secretary reported and confirmed that the Notice of the Stockholders' Meeting was sent to the stockholders through electronic means.

III. CERTIFICATION OF QUORUM

The Corporate Secretary reported and certified that there was a quorum for the meeting since 5,702,000 shares out of the 5,750,000 outstanding shares or 99.17% of the outstanding capital stock of the Corporation was present in person or by proxy.

IV. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON JUNE 28, 2023

The Chairman submitted for approval the Minutes of the Annual Stockholders' Meeting held on June 23, 2023. Copies of the minutes were previously distributed to the Stockholders and posted on the website of the Corporation.

The Corporate Secretary presented the proposed resolution, as follows:

“Resolved, to approve the minutes of the annual stockholders’ meeting held on June 23, 2023.”

The Chairman asked the stockholders if there were questions on the proposed resolution.

No questions were asked on the proposed resolution. The Corporate Secretary proceeded in reporting and certifying that stockholders owning 5,587,000 shares or 97.17% of the Outstanding Capital Stock of the Corporation have voted to approve the proposed resolution. The proposed resolution was thus adopted and approved.

V. PRESENTATION OF THE PRESIDENT'S REPORT

The Chairman introduced the next item on the agenda which was the presentation of the President's Report by the Company's President and General Manager, Engr. Vitus M. Romero.

The President and General Manager presented the following report:

The Company's revenue for 2023 was P4.3B, which was lower by 9% compared to 2022. The decrease was primarily due to the lower generation and transmission rates during the year.

Distribution profit before tax for the year was P347M. It was higher by 5% compared to 2022.

On the other hand, Profit before tax was P341M, lower by 9% compared to 2022; while the net profit of P256M was lower by 5% compared to the previous year. The decrease in profit primarily resulted from higher operating expenses during the year.

As of December 31, 2023, the Company's total assets amounted to P3.5B pesos, higher by around 4% compared to 2022.

2023 Operating Highlights

The Company's Peak demand for 2023 was 96MW, higher by around 7% compared to 2022.

Energy sales was 494,263 MWh, higher by around 3%.

The number of customers also reached 93, 251 as of December 31, 2023 or an increase of around 3%.

System loss of 5.14% was higher by 7% compared to 2022.

The President then presented the Company's results of operations and financial operation as of and for the year ended December 31, 2023 in comparison with 2022 balances, to wit:

2023 Results of Operations and Financial Position

Results of Operations: Revenues

A table and graph showing the amount of revenues broken down to different sources for the years 2022 and 2023 were presented and compared.

The Company generates its revenues primarily from (1st) Generation, Transmission and System Loss, which are pass-through charges; (2nd source of revenue are) Distribution Charges consisting of Distribution, Supply, and Metering Charges; and (3rd source of revenue are) other charges related to its services such as Reconnection Fees, Surcharges on overdue accounts, Violation of Contract Charges, and Pole Rental.

Pass-through Charges are revenue-neutral to the Company. The ERC evaluates these pass-through charges every three (3) years for any over or under recoveries. A revised guideline, ERC Resolution No. 14, Series of 2022, otherwise known as a Resolution adopting the Revised Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities was promulgated by the ERC in December of 2022.

Distribution Charges are based on the last approved rates of the Company for regulatory year 2014 under the Performance-Based Regulation. No changes in the Company's distribution charges can be made without ERC's prior approval.

Pass-through charges decreased by 12%. The lower fuel cost in 2023 as compared to 2022 contributed to the decrease. The refund of the net over recoveries on pass-through charges in August 2023, computed in accordance with the Revised Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities, likewise contributed to the decline.

On the other hand, the Company registered an increase of 4% in its distribution revenue. The increase was primarily due to the increase in the energy sales and demand requirement of its customers.

Other revenue increased by 35%. The increase was mainly due to bill adjustments on pole rentals. Pole rentals billed in the prior years after the pandemic was based on the pre-pandemic count of poles used by telcos, cable and other utility companies. The Company resumed with the inventory of poles that are being used by the said companies in 2022. The inventory was completed only in 2023.

Results of Operations: Costs and Operating Expenses

The Company's total cost and expenses for 2023 amounted to P3.8B. The amount was lower by 12% compared to 2022. The decrease was primarily due to lower net purchased power, consisting of generation and transmission cost, during the year.

The net purchased power, consisting of generation and transmission costs net of any applicable discounts, accounted for 83.16% for the year ended 31 December 2023 and 85.99% for 2022. The electricity distributed by the Company was purchased through its Power Purchase Supply Agreement (PPSA) duly approved by the ERC, whereas any imbalance was purchased from WESM.

The net purchased power cost decreased by around 15% in 2023 due to lower fuel cost and transmission rates compared to 2022.

Salaries and employee benefits, as shown in orange on the graph, represent 4% of the total costs and operating expenses in 2023. It increased by 4.60% from 2022 to 2023. This was due to the salary increase provided by the Company to its employees.

Outsourced services accounted for 3% of the expenses. It decreased by 1.19% from the previous year. Outsourced services include information system services, customer-related expenses such as billings and collections, meter reading, and messengerial and janitorial services, among others.

Depreciation and amortization was 3% of the total expenses. It amounted to P116M (P115,981,000.00), which was higher by P9.7M (P9,733,000.00) or 9.16% compared to the previous year. The increase resulted from capital expenditures during the year, such as but not limited to its distribution network projects, the completion of its main office building and communication towers.

Other costs and operating expenses, including repairs and maintenance, security services, taxes, rentals, impairment losses, professional fees, transportation expenses, among others, accounted to around 7%, had a 10% increase.

Results of Operations: Net Profit

A table showing the amount of revenue and expenses in millions of pesos was presented. Also, a bar graph showing the total revenue, costs and operating expenses, other income and expenses, profit before tax, tax expenses and net profit was presented.

The Company's Revenue decreased by 9%, whereas the total cost and expenses decreased by 12%. These downward changes referred to the net impact of the decline in pass-through charges both in the Company's revenue and costs. However, the Company's costs and operating expenses, other than the net purchased power during the year, have increased by 6%.

The significant increase in the Company's other income and expenses resulted from the recognition of the provision for over recoveries amounting to around P140M. Said increase, coupled by the increase in operating expenses, resulted in a lower profit before tax of 9% and consequently a lower net profit of 5% in 2023.

Results of Operations: Distribution Profit Before Tax

A table showing the amount of distribution-related revenue and expenses in millions of pesos was presented. Also, a bar graph that shows the distribution revenue, operating costs, other income and expenses, and the resulting distribution net profit before tax was presented.

The increase in distribution revenue primarily resulted from the growth in energy sales for the year. There has been no change in the Company's distribution rates.

The increase in other distribution income, net of other expenses, was mainly due to the bill adjustments on pole rentals.

The increase in distribution revenue and net other income, coupled with the increase in cost and operating expenses, resulted in an increase in the distribution net income before tax of 5%.

Financial Position: Total Assets

The Company's total assets as of December 31, 2023 was P3.5B, higher by around 4% compared to 2022.

The increase was primarily due to higher property and equipment which accounted for 67% of the Company's total assets. The increase reflects the completed and on-going construction of TEI's capital expenditure projects such as, but not limited, to the extension, upgrading, and rehabilitation of the Company's secondary, primary and sub-transmission lines, upgrading and rehabilitation of existing substations and construction of new substations, purchase and installation of meters, and distribution transformers; construction of its new three-story headquarters, and purchase of various software and information technology equipment, construction of communication towers, and installation of fiber optic cables.

Trade Receivables which accounted for 16% of the Company's total assets has decreased by 20%. The decrease in revenue for 2023 contributed primarily to the decrease in trade receivables.

Financial Position: Total Liabilities

The Company's total liabilities as of December 31, 2023 amounted to P1.58B, lower by 2% compared to 2022. 40% pertains to non-current liabilities composing mainly of customer deposits and advances, while 27% pertains to accrued and other current liabilities composing of taxes and other statutory obligations, accruals and other non-trade liabilities. The remaining 33% pertains to Loans, Trade Payables and Provisions. The decrease in trade payables relates to lower net purchased power for the year, whereas recognized provisions was computed in accordance with the relevant rules promulgated by ERC.

Financial Position: Total Stockholders' Equity

Stockholders' Equity increased from P1.8 billion pesos to P2 billion pesos, or an increase of around 9%. Said increase was mainly due to the results of operations during the year thereby increasing the retained earnings as of December 31, 2023 by 23%.

The outstanding capital stock, as shown in blue on the graph, remained at P575 million pesos.

The appropriated retained earnings was reduced from P350M to P280M to cover portion of the Company's capital expenditure projects for 2023.

Financial Summary: Key Performance Indicators

The Company's profitability remained stable as shown in its net profit margin per year at 6%. The return on equity declined from 16% in 2022 to 14% in 2023 and return on assets declined from 8% in 2022 to 7% in 2023. Nonetheless, the return on equity and return on assets remained at acceptable levels. The lower profitability ratios in 2023 was mainly due to a lower revenue resulting from lower average generation rate during the year.

In 2023, there has been a minimal decline in the Company's liquidity as measured by its current and debt-equity ratios, however said ratios remained to be at acceptable levels.

A minimal decline in the Company's average collection period in 2023 was noted. The Company is committed to continually improve its collection efficiency.

The Earnings Per Share for 2023 was P44.46 while Book Value per Share was P341.38. There has been no change in the Company's capital structure during the year. The lower Earnings per Share resulted from the lower net profit in 2023 compared to 2022, whereas the higher Book Value per Share was mainly due to the registered net profit for 2023.

2023 Rates and Technical Statistics

A graph showing the Company's retail and generation rates from 2021 to 2023 was presented. The graphs show the direct relationship of the Company's Generation Rate to its Retail Rate.

Generation rate during the last quarter of 2022 was significantly higher due to high fuel cost and continuing high WESM prices. The high fuel cost continued in early 2023.

The decline in the generation and retail rates in August 2023 resulted from the refund of net over recoveries on pass-through charges in accordance with ERC Resolution No. 14, Series of 2022, which provides for the rules governing the automatic cost and adjustment and true-up mechanisms for distribution utilities.

A table showing the retail rate for a residential customer consuming 200kWh per month was also presented.

Number of Customers Per Customer Class

As of December 31, 2023, the Company had a total of 93,251 customers. Around 94% of which are Residential Customers. Additional 2,947 residential customers were served in 2023. The remaining 6% is composed of Small Commercial, Secondary, Primary, 69 kV and Streetlights.

Out of the 93, 251 customers, 15 are contestable customers and 1 is a GEOP customer.

The Company's number of customers increased by 3.38% from 2022, or an increase of 3,050 customers in 2023.

Energy Sales (in Mwh) Per Customer Class

The Company's energy sales for 2023 was 494,263 MWh. Sales to residential customers accounted for around 38%. Energy sales to residential customers increased by 3.3% during the year.

Energy Sales to small commercial accounted for 10%, which increased by 11.6% in 2023;

Energy Sales to secondary customers accounted for 11%, increased by 7.8%;

Energy Sales to primary customers constituted 36%. It increased by around half a percent; and

The remaining 5% pertains to energy sales to 69KV and Streetlights customers. The energy sales to 69KV customers declined by 9.8%, while energy sales to streetlights decreased by 18.1%

71% of the Company's energy sales in 2023 pertains to captive market and the remaining 29% is for contestable customers and GEOP.

The Company's energy sales increased by 2.79%. The increase was primarily from captive customers.

Energy Sales

A graph showing the monthly kWh sales of the Company from 2020 to 2023 was presented. The noted dip in April 2020 resulted from the 2-month lockdown implemented due to the Pandemic, whereas the decline in November to December 2020 was due to the outages experienced in the franchise area due to Typhoon Ulysses. Comparing the behavior of the energy sales from 2021 to 2023, it can be observed that the behavior of the monthly energy sales has already normalized after the pandemic (, the same as the pre-pandemic levels.)

System Peak

A graph showing the monthly peak demand in MW from 2020 to 2023 was also presented. As noted in the Company's energy sales for April 2020, the noted dip at 64MW likewise resulted from the 2-month lockdown due to the Pandemic, while the decline in November to December 2020 was also due to the outages caused by Typhoon Ulysses. The system peak in 2020 at 87MW registered in June, whereas from 2021 to 2023, system peak registered in May.

The system peak in 2023 was 96MW. The Company's system peak as of date is around 107MW, which registered in April.

System Loss Comparison

The Company has registered a higher system loss of 5.14% in 2023 compared to 4.80% 2022. Even so, the 5.14% system loss in 2023 is still efficient and lower than the system loss cap for distribution utilities.

In addition, the President presented the Company's outlook for 2024.

Generation rate for 2024 is expected to be lower compared to 2023.

The Company's new switchgear at LIP Substation and the new San Vicente Substation will be fully operational this year. The upgrading of the Maliwalo Substation will commence this 1st half of 2024.

The Ayala substation with an initial capacity of 33MVA is in its design stage and is expected to be energized by early 2026.

The company is also scheduled to conduct its Competitive Selection Process in compliance with the Renewable Portfolio Standards.

Regulatory Compliances

On Regulatory compliances:

1. The Company is in the process of pre-filing Batch 1 of its capital expenditure projects, pertaining to regulatory years 2023 and 2024. The Company also targets to file the 2nd batch of its capital expenditure projects for regulatory years 2025 and 2026 during the year.
2. The Company belongs to Group C DUs under the performance-based regulation. The Company is in the process of preparing the data and information for its reset process for the 4th regulatory period under the performance-based regulation which was initially set to commenced on July 1, 2024. However, due to the regulatory delays on the applications of Groups A and B, the reset period for Group C DUs is likewise expected to be delayed.

Finally, the President noted that the Company is set to revisit its vision and mission statements as it celebrates its 75th anniversary in October.

After the President's report, the President solicited questions from the stockholders. There being none, the Chairman, proceeded to the next item in the agenda.

VI. RATIFICATION OF THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2023

The Chairman manifested that the Report of the President also included a summary of the results of operation and financial condition of the Corporation based on its audited financial statements. The Chairman proceeded with the approval of the Audited Financial Statements of the

Company as of December 31, 2023, which was filed with the Bureau of Internal Revenue and the Securities and Exchange Commission.

The Corporate Secretary presented the proposed resolution as follows:

“Resolved, to note the Corporation’s Annual Report for the year 2023 and to approve the audited financial statements of the Corporation as of December 31, 2023.”

The Chairman asked the stockholders if there were questions on the proposed resolution.

There being no questions, the Corporate Secretary was asked to present the voting results.

The Corporate Secretary reported that stockholders owning 5,587,000 shares or 97.17% of the Outstanding Capital Stock of the Corporation have voted to approve the proposed resolution. Therefore, the resolution was approved.

VII. RATIFICATION OF THE ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDERS’ MEETING UP TO 27 JUNE 2024

The Chairman introduced the next item on the agenda which was the ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders’ Meeting up to June 27, 2024.

The Corporate Secretary presented the proposed resolution as follows:

“Resolved, to ratify each and every act and resolution, from the Date of the Last Annual Stockholders’ Meeting up to June 27, 2024 (the “Period”), of the Board of Directors (the “Board”), Board Committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board, the Board Committees as well as pursuant to the By-Laws of the Corporation.”

The Chairman asked the stockholders if there were questions on the proposed resolution.

There being no questions, the Corporate Secretary was asked to present the voting results.

The Corporate Secretary reported that stockholders owning 5,587,000 shares or 97.17% of the Outstanding Capital Stock of the Corporation have voted to approve the proposed resolution. Therefore, the resolution was approved.

VIII. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Chairman proceed to the next item on the agenda which was the Election of the Board of Directors for the year 2024 to 2025. The Chairman asked the Corporate Secretary to present the nominees qualified to be elected as members of the Board and the election results.

The Corporate Secretary presented the list of nominees and certified that the nominees were qualified to be elected as directors of the Corporation. The nominees and the proposed resolution were presented as follows:

“Resolved, to elect the following nominees as directors of the Corporation to serve as such, beginning today until their successors are elected and qualified:”

Engr. Vivencio M. Romero, Jr.

Engr. Vitus M. Romero,

Mr. Venus M. Romero

Ms. Maria Victoria R. San Pascual

Engr. Miriam S. Galvez – Independent Director

The Corporate Secretary likewise reported the results of the election and showed the tabulation of votes with all of the nominees receiving a total of 5,586,700 votes each. Thus, the Corporate Secretary certified that all the nominees have received enough number of votes to be elected to the Board of Directors for the year 2024-2025.

IX. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman then introduced the next item on the agenda which was the appointment of external auditor. He asked the Corporate Secretary to present the proposed resolution.

The Corporate Secretary presented the proposed resolution as follows:

“Resolved, as endorsed by the Board of Directors, to approve the election of P&A Grant Thornton, as external auditor of the Corporation for the year 2024.”

The Corporate Secretary reported and certified that stockholders owning 5,487,000 shares or 95.43% of the Outstanding Capital Stock of the

Corporation have voted to approve the proposed resolution. Thus, the resolution was approved.

X. OTHER MATTERS

The Chairman asked the Corporate Secretary if there were any other matters that require consideration of the Stockholders.


The Corporate Secretary reported none.

XI. ADJOURNMENT

There being no other matters to be discussed, the Chairman adjourned the Annual Stockholders' Meeting at 10:39 a.m.


ATTY. LEANDRÓ RODEL V. ATIENZA
Corporate Secretary

ATTEST:


VIVENCIO M. ROMERO, JR.
Chairman