

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the **ANNUAL STOCKHOLDERS' MEETING ("ASM") OF FONTANA RESORT & COUNTRY CLUB, INC.**, will be held on the 16<sup>th</sup> day of December 2022, 10:30 am, through **ZOOM VIDEOCONFERENCING** in accordance with the approved Internal Procedure as sanctioned by SEC Memorandum Order No. 6-2020, with the following agenda:

1. Call to order
2. Certification of service of notice and existence of quorum
3. Approval of the Minutes of the Last Stockholders Meeting dated 27 September 2021.
4. Annual Report of the General Manager including presentation of the Highlights of the Club's Financial Condition for Fiscal Year 2021.
5. Approval of Chairman's Annual Report and ratification of all other acts and resolutions of the Board of Directors and Management from the previous Stockholders' Meeting on 27 September 2021.
6. Election of Five (5) directors, inclusive of two (2) independent directors
7. Appointment of External Auditor
8. New Business
9. Other Matters
  - a. Approval and Ratification of the Club's Related Party Transactions
10. Adjournment

Stockholders of record as of the close of business on 6 December 2022 are entitled to notice of and to vote at such meeting. The stock and transfer book of the Company will be closed from 1 December to 16 December.2022.

Registration for the attendance on the 16 December 2022 ASM shall commence from 21 November 2022 to 6 December 2022 by emailing the following information to [legal@fontana.com.ph](mailto:legal@fontana.com.ph).

**For individual stockholders:** (a) Complete Name (*Last Name, First Name, Middle Name*); (b) Birth Date; (c) Address; (d) Mobile Number; (e) Email Address; (f) Current photograph of the Stockholder, with the face fully visible (*in PDF or JPEG format*); and (g) Valid government-issued ID exhibiting the signature of the Stockholder (*in PDF or JPEG format*).

**For corporate stockholders:** (a) SEC/DTI Registered Name; (b) Address; (c) Mobile Number/Phone Number; (d) Email Address; (e) Complete Name (*Last Name, First Name, Middle Name*) of the individual authorized to cast the vote for the account (the "Authorized Voter"); (f) Current photograph of the individual authorized to cast the vote for the account (the "Authorized Voter"); (g) Valid government-issued ID of the Authorized Voter exhibiting his or her signature (*uploaded in PDF or JPEG format*); and (h) A scanned copy of the Secretary's Certificate or other valid authorization in favor of the Authorized Voter (*uploaded in PDF or JPEG format*)

If you do not expect to attend the ASM, you may execute the sample proxy form which can be viewed and downloaded from the Company's website at <https://fontana.com.ph/2021-asm/> and send the executed PROXY FORM to the Corporate Secretary at [legal@fontana.com.ph](mailto:legal@fontana.com.ph) on or before 6 December 2022. Include in the said registration email the information required for the individual stockholders and the information of the proxy such as the following: (a) Complete Name of authorized Proxy (*Last Name, First Name, Middle Name*); (b) Birthdate; (c) Address; (d) Mobile Number/Phone Number; (e) Email Address; (f) Current photograph of the Proxy, with the face fully visible (*uploaded in PDF or JPEG format*); (g) Valid government-issued ID of the Proxy exhibiting his or her signature (*uploaded in PDF or JPEG format*).

Upon verification, the Company shall send a reply email confirming the identity of the said individual or corporation/organization as a stockholder of the Company and its respective current shareholding as of the same date, together with the voting ballot for (i) approval of the items in the Agenda requiring stockholders' approval, and (ii) election of the members of the Board of Directors, including the Independent Directors for CY2022.

The proxy forms shall be submitted and validated on or before 09 December 2022. The voting ballot shall be filled out, electronically signed, and emailed back to the Company on or before 14 December 2022.

**THERE SHALL BE NO ONSITE VOTING DURING THE ASM ON 16 December 2022.**

Upon receipt of the ballot, the Company shall verify and tally the said votes and confirm via email reply to the Stockholder the receipt thereof, together with the Meeting ID and the Meeting Password.

For purposes of quorum, only the following Stockholders shall be counted as present:

- a. Stockholder who have registered from 21 November 2022 to 06 December 2022
- b. Stockholders who have sent their proxies via email on or before 06 December 2022;

YOU CAN ACCESS AND DOWNLOAD THE DEFINITIVE INFORMATION TOGETHER WITH ITS ANNEXES at <https://fontana.com.ph/2021-asm/>

Questions and comments on the items in the Agenda must be sent to [mm@fontana.com.ph](mailto:mm@fontana.com.ph). Questions or comments received on or before 14 December 2022 may be responded to during the meeting. Any additional inquiries or questions may be raised during the actual meeting via the ZOOM chat box and could be addressed upon discussion of Consideration of Such Other Business as May Properly Come Before the Meeting. Any question not answered during the meeting shall be replied via email.

Manila, Philippines.

(SIGNED)

**JUAN MIGUEL VICTOR C. DE LA FUENTE**  
Corporate Secretary