

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 15th day of December 2023,** 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 16 December 2022.
4. Annual Report of the General Manager including presentation of the Highlights of the Club's Financial Condition for Fiscal Year 2022.
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 16 December 2022.
6. Amendment of the By-Laws to move the date of the Annual Stockholders' Meeting to the third Friday of December at every year and express allowance for electronic meetings as well as email service of the relevant notices:

ARTICLE AND SECTION Nos.	FROM	TO
Section 1, Article VII	Section 1. ANNUAL MEETING. The annual meeting of the stockholders shall be held at the principal office, on the last Monday of September at every year, at 10:30 a.m. If the date fixed for the annual meeting or a non-working day, then the same shall be reset to the immediately succeeding business day.	Section 1. ANNUAL MEETING. The annual meeting of the stockholders shall be held at the principal office, <u>on the third Friday of December</u> at every year, at 10:30 a.m. If the date fixed for the annual meeting or a non-working day, then the same shall be reset to the immediately succeeding business day. <u>The meeting may be conducted by way of online medium or other form of alternative communication</u>
Section 2, Article VII	Section 2. SPECIAL MEETINGS. A special stockholders' meeting maybe called at anytime and from time to time by the President, or by the majority of the incumbent directors, or by written request of the majority of the stockholders. The special meeting shall be held at such time and in such place as maybe fixed in the appropriate resolution of the Board of Directors. Only matters specified in the notice and call will be taken up at a special meeting.	Section 2. SPECIAL MEETINGS. A special stockholders' meeting maybe called at anytime and from time to time by the President, or by the majority of the incumbent directors, or by written request of the majority of the stockholders. The special meeting shall be held at such time and in such place as maybe fixed in the appropriate resolution of the Board of Directors. Only matters specified in the notice and call will be taken up at a special meeting. <u>The meeting maybe conducted by way of online medium or other form of alternative communication</u>
Section 3, Article VII	Section 3. NOTICE OF MEETING. Notice of the time and place of all annual and special meeting of stockholders shall be posted either by mailing the same enclosed in a prepaid postage envelope, addressed to each Member at the address left by such member with the Secretary of the Club, or by publication in a newspaper of general circulation in the Philippines, at least fifteen (15) calendar days before the annual meeting	Section 3. NOTICE OF MEETING. Notice of the time and place of all annual and special meeting of stockholders shall be posted either by mailing the same enclosed in a prepaid postage envelope, addressed to each Member at the address left by such member with the Secretary of the Club, or by publication in a newspaper of general circulation in the Philippines, at least fifteen (15) calendar days before the

	and at least five (5) days before the special meeting. The notice of every meeting shall state the agenda of the meeting, and no other business shall be transacted at such meeting except by consent of a majority of the stockholders entitled to vote; provided however, that in a special meeting, only the matters included in the agenda shall be discussed. No notice of any meeting need be published in any newspaper or in any other medium. (As amended on February 2, 2001 by the stockholders and on January 5, 2001 by the Board of Directors).	annual meeting and at least five (5) days before the special meeting <u>and/or through email to the respective email addresses of the relevant members.</u> The notice of every meeting shall state the agenda of the meeting, and no other business shall be transacted at such meeting except by consent of a majority of the stockholders entitled to vote; provided however, that in a special meeting, only the matters included in the agenda shall be discussed. No notice of any meeting need be published in any newspaper or in any other medium. (As amended on February 2, 2001 by the stockholders and on January 5, 2001 by the Board of Directors).
Section 3, Article VIII	Section 3. BOARD MEETING. The Board shall hold regular meetings at such time and place and upon such notice, as may be prescribed by resolution. Special meetings of the Board maybe called by the President, or in his absence, by the Vice- President upon atleast one (1) day prior notice. Special meetings may also be called upon the written request of any three (3) directors.	Section 3. BOARD MEETING. The Board shall hold regular meetings at such time and place and upon such notice, as may be prescribed by resolution. Special meetings of the Board maybe called by the President, or in his absence, by the Vice-President upon atleast one (1) day prior notice. Special meetings may also be called upon the written request of any three (3) directors. <u>The said meeting maybe conducted by way of online medium or other form of alternative communication.</u>

7. Election of Five (5) directors, inclusive of two (2) independent directors
8. Appointment of External Auditor
9. New Business
10. Other Matters
 - a. Approval and Ratification of the Club's Related Party Transactions
11. Adjournment

Stockholders of record as of the close of business on 15 November **2023** are entitled to notice of and to vote at such meeting. The stock and transfer book of the Company will be closed from 24 November 2023 to 15 December 2023.

Registration for the attendance on the 15 December 2023 ASM shall commence **from 20 November 2023 to 4 December 2023** by emailing the following information to 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/> and send the executed PROXY FORM to the Corporate Secretary at legal@fontana.com.ph **on or before 4 December 2023**. 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 CY2023.

The proxy forms shall be submitted and validated **on or before 4 December 2023**. The voting ballot shall be filled out, electronically signed, and emailed back to the Company **on or before 13 December 2023**.

THERE SHALL BE NO ONSITE VOTING DURING THE ASM ON 15 December 2023.

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 **20 November 2023 to 4 December 2023**
- b. Stockholders who have sent their proxies via email **on or before 4 December 2023**;

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

Questions and comments on the items in the Agenda **must** be sent to mm@fontana.com.ph. Questions or comments received on or before 13 December 2023 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.



JUAN MIGUEL VICTOR C. DE LA FUENTE
Corporate Secretary