

STA. LUCIA LAND, INC.
Penthouse, Building III, Sta. Lucia Mall
Marcos Highway corner Imelda Avenue, Cainta, Rizal

SPECIAL STOCKHOLDERS' MEETING
12 August 2025, 11:00 a.m.
Held at the Penthouse, Sta. Lucia Mall
Marcos Highway corner Felix Avenue, Cainta, Rizal
Via Videoconference

I. ATTENDANCE

| | |
|---|----------------------|
| TOTAL NUMBER OF SHARES PRESENT IN PERSON | 1,429,997 |
| TOTAL NUMBER OF SHARES REPRESENTED BY PROXY | 6,701,005,767 |
| TOTAL NO. OF SHARES PRESENT/REPRESENTED | 6,702,435,764 |
| TOTAL NO. OF SHARES ISSUED & OUTSTANDING | 8,296,450,000 |
| PERCENTAGE OF SHARES PRESENT/REPRESENTED | 80.7868% |

A copy of the List of Attendees as certified by the Corporation's Stock Transfer Agent is attached as Annex "A".

II. PRESIDING OFFICER; SECRETARY

The Chairman, **MR. VICENTE R. SANTOS**, presided over the meeting, while the Corporate Secretary, **MS. PATRICIA A. O. BUNYE**, recorded the minutes thereof.

III. PROOF OF NOTICE AND PROOF OF THE PRESENCE OF A QUORUM

At the request of the Chairman, the Corporate Secretary gave notice that the proceedings were being recorded in accordance with the Anti-Wiretapping Act, in relation to Securities and Exchange Commission ("SEC") Memorandum Circular No. 06, series of 2020 and certified that written notices of the Special Stockholders' Meeting had been published in the business section of two (2) newspapers of general circulation, the Manila Bulletin and Philippine Star on 21 and 22 July 2025, respectively, in print and online format, in compliance with the SEC Notice dated 12 March 2025. The Corporate Secretary then certified that a quorum was present for the transaction of business by the stockholders.

IV. MATERIAL INFORMATION ON THE CURRENT STOCKHOLDERS AND THEIR VOTING RIGHTS

At the request of the Chairman, the Corporate Secretary discussed the material information on the current stockholders, their voting rights and voting procedure pursuant to Section 49 of the Revised Corporation Code.

The Corporate Secretary stated that, based on the List of Stockholders as of 18 July 2025 prepared by the Corporation's Stock Transfer Agent, the Corporation has 264 stockholders.

The Corporate Secretary then discussed the voting rights of each stockholder and voting procedure, particularly that:

1. Every stockholder shall be entitled to vote during all meetings, either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact, through remote communication or *in absentia*, for each share of stock held by him which has voting power upon the matter in question.
2. A majority of the subscribed capital present in person or represented by proxy, shall be sufficient to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Revised Corporation Code requires the affirmative vote of a greater portion. With respect to the amendment of the Articles of Incorporation, the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation shall be sufficient to approve the amendment.
3. The votes upon any question before the meeting except for the procedural questions determined by the Chairman of the meeting, shall be in accordance with the Guidelines for Participation via Remote Communication and Voting in *Absentia*, which is available on the Corporation's website.
4. A description of stockholders' voting rights was included in the Definitive Information Statement of the Corporation, copies of which are available on the Corporation's website and on PSE Edge.

V. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 20 JUNE 2025

The Chairman announced that the next item on the agenda was the review of the Minutes of the Annual Stockholders' Meeting held on 20 June 2025. Copies of the said Minutes were made available on the Corporation's website. Thereafter, the Corporate Secretary announced that the stockholders owning Six Billion Seven Hundred Two Million Four Hundred Thirty Five Thousand Seven Hundred Sixty Four (6,702,435,764) shares, representing 80.79% of the outstanding capital stock of the Corporation, approved and adopted the following resolution:

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 20 June 2025 are hereby approved and adopted."

VI. APPROVAL OF THE AMENDMENT OF THE SECONDARY PURPOSES IN THE CORPORATION'S ARTICLES OF INCORPORATION

The Corporate Secretary stated that the next item on the agenda is the ratification of the amendment of the Secondary Purposes of the Corporation under the Second Article, Part B of the Articles of Incorporation in compliance with the requirements under SEC Memorandum Circular No. 12, Series of 2024, otherwise known as the **"Securing and Expanding Capital in Real Estate Investments Transactions"**, which was previously approved by the Board of Directors on 04 July 2025.

Thereafter, the Corporate Secretary announced that the stockholders owning Six Billion Seven Hundred Two Million Four Hundred Thirty Five Thousand Seven Hundred Sixty Four (6,702,435,764) shares, representing 80.79% of the outstanding capital stock of the Corporation, approved and adopted the following resolutions:

“RESOLVED, That subject to the approval of the Securities and Exchange Commission, the Corporation be, as it is hereby, authorized and empowered to amend the Secondary Purposes under the Second Article, Part B of its Amended Articles of Incorporation;

“RESOLVED, FURTHER, That the Second Article, Part B of the Amended Articles of Incorporation of the Corporation be amended to read as follows:

“SECOND: That the purpose or purposes for which the Corporation is formed are as follows, to wit:

x x x

B. SECONDARY PURPOSES:

x x x

(9) To offer investment contracts, certificates of participation, profit-sharing agreements, and other forms of securities in relation to agreements whereby the Corporation sells or offers units in real estate projects on the condition that buyers shall contribute the units, whether mandatory or optional, to a rental pool managed by the Corporation or a property management company to be designated by the Corporation; and

(10) All the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.”

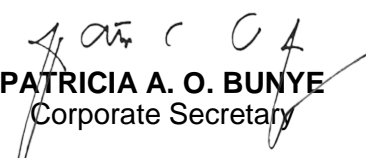
VII. OTHER MATTERS

Pursuant to the Guidelines for Participation via Remote Communication and Voting in *Absentia*, stockholders were given the opportunity to send their comments and questions by 05 August 2025. There being no questions or comments, the Chairman proceeded to the next item in the Agenda.

VIII. ADJOURNMENT

There being no further business to transact, and upon motion made and duly seconded, the meeting was thereupon adjourned.

CERTIFIED CORRECT:


PATRICIA A. O. BUNYE
Corporate Secretary

ATTESTED BY:

VICENTE R. SANTOS
Chairman




CERTIFICATION

August 7, 2025

I, Edelyn S. Jimeno, 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 VP-Operations 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 **STA. LUCIA LAND, INC. (SLI)** a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office at Penthouse, Building III, Sta. Lucia East Grandmall Felix Avenue corner Marcos Highway, Cainta, Rizal.
3. as stock transfer agent of SLI, PSTI maintains the shareholdings records of the shareholders of SLI.
4. that the total shares represented in proxies and in persons for the Special Stockholders' Meeting of Sta. Lucia Land, Inc. scheduled on August 12, 2025 is **6,702,435,764** shares equivalent to **80.7868%** of the total **8,296,450,000** outstanding shares of Sta. Lucia Land, Inc. as of July 18, 2025.

This certification is for the Special Stockholders' Meeting of Sta. Lucia Land, Inc. on August 12, 2025.


EDELYN S. JIMENO
VP-Operations

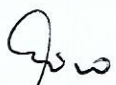


STA. LUCIA LSND, INC.
SPECIAL STOCKHOLDERS' MEETING
August 12, 2025
(Total Outstanding Shares: 8,296,450,000)

TOTAL NUMBER OF VOTES

| | <u>NO. OF SHARES</u> | <u>%</u> |
|-------------|-----------------------------|------------------------|
| PROXIES: | 6,701,005,767 | 80.7696% |
| IN PERSON: | <u>1,429,997</u> | <u>0.0172%</u> |
| Total Votes | <u><u>6,702,435,764</u></u> | <u><u>80.7868%</u></u> |

Submitted by:


EDELYN S. JIMENO
VP-Operations




**STA. LUCIA LAND, INC.
SPECIAL STOCKHOLDERS' MEETING
August 12, 2025
LIST OF PROXY HOLDER**

Total Outstanding Shares : 8,296,450,000

| | <u>SHARES</u> | <u>%</u> |
|---------------------------------|---------------------------------|--------------------------|
| Chairman of the Meeting | | |
| Sta. Lucia Realty & Devt., Inc. | 6,701,005,767 | 80.77% |
| GRAND TOTAL | <u>6,701,005,767</u> | <u>80.77%</u> |

Submitted by:


EDELYN S. JIMENO
VP-Operations



**STA.LUCIA LAND, INC.
SPECIAL STOCKHOLDERS' MEETING
August 12, 2025**

LIST OF ATTENDEES:

PROXY HOLDER:

Exaltacion R. Joseph
Sta. Lucia Realty & Devt., Inc.

IN PERSON:

Vicente R. Santos
Exequiel D. Robles
Antonio D. Robles
Aurora D. Robles
Simeon S. Cua
Mariza Santos-Tan
Orestes R. Santos
Danilo A. Antonio
Renato C. Francisco

OTHER ATTENDEES

David M. Dela Cruz
Atty. Patricia A. O. Bunye
Atty. Eric T. Dykimching
Atty. Crystal I. Prado
Jeremiah T. Pampolina
Hanani B. Palmon

Submitted by:


EDELYN S. JIMENO
VP-Operations